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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 19 MAY 2023, RETIREMENT AND RE-ELECTION OF DIRECTORS, APPOINTMENT OF NEW DIRECTOR, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the circular of Scholar Education Group (the “**Company**”) dated 19 April 2023 (the “**Circular**”).

RESULTS OF THE AGM

At the annual general meeting (the “**AGM**”) of Scholar Education Group (the “**Company**”) held on 19 May 2023, voting on all the proposed resolutions as set out in the notice of the AGM dated 19 April 2023 (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, 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 “ Directors ”) and the independent auditor’s report of the Company for the year ended 31 December 2022	321,920,020 (99.996273%)	12,000 (0.003727%)
2.	(a) (1) To re-elect Mr. Chen Qiyuan as a Director	321,627,020 (99.905260%)	305,000 (0.09470%)
	(2) To re-elect Mr. Qi Mingzhi as a Director	321,632,020 (99.906813%)	300,000 (0.093187%)
	(b) To appoint Ms. Yim Ka Man as a Director	321,920,020 (99.996273%)	12,000 (0.003727%)
	(c) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration	321,920,020 (99.996273%)	12,000 (0.003727%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Board to fix their remuneration	321,631,120 (99.906533%)	300,900 (0.093467%)
4.	To grant a general mandate to the Directors to repurchase the Shares	321,632,020 (99.906813%)	300,000 (0.093187%)
5.	To grant a general mandate to the Directors to allot, issue or otherwise deal with the Shares	317,527,020 (98.631699%)	4,405,000 (1.368301%)
6.	To extend the general mandate granted to the Directors to issue the Shares by the number of Shares repurchased	317,527,020 (98.631699%)	4,405,000 (1.368301%)
Special Resolution		Number of Votes (%)	
		For	Against
7.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company, and approve and adopt the second amended and restated memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company.	321,920,020 (99.996273%)	12,000 (0.003727%)

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.

2. As not less than three-fourths of the votes were cast in favour of the special resolution no. 7, the above special resolution no. 7 proposed at the AGM was duly passed as special resolution of the Company.
3. 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. Chen**”), Mr. Qi Mingzhi (“**Mr. Qi**”), Ms. Li Ailing, Ms. Leng Xinlan, Mr. Shen Jing Wu, Mr. Huang Victor and Mr. Yang Xuezhi.

RETIREMENT AND RE-ELECTION OF DIRECTORS

As disclosed in the Circular, Dr. Liu Jianhua (“**Dr. Liu**”) 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, Dr. Liu retired as an independent non-executive Director with effect from the conclusion of the AGM.

Dr. Liu 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. Dr. Liu 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 Dr. Liu for his valuable contributions and services to the Board during his tenure of office.

The Board is pleased to announce that Mr. Chen and Mr. Qi have been re-elected as executive Directors.

APPOINTMENT OF NEW DIRECTOR

The Board is pleased to announce that Ms. Yim Ka Man (“**Ms. Yim**”) has been appointed as a Director with effect from the conclusion of the AGM.

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

Ms. Yim has over 15 years of experience in external audit, management accounting, operations management, internal control review, ESG reporting and enterprise risk assessment. She has been the Head of Risk Advisory Services at Mazars CPA Limited (“**Mazars**”), an international audit, tax and advisory firm, in Hong Kong since April 2021. Prior to joining Mazars, she worked at BDO Risk Advisory from March 2014 to May 2015 as manager, and at Baker Tilly Hong Kong — Risk Advisory from May 2015 to April 2021, with her last position as director. Prior to that, she has worked at various international accounting firms, where she was responsible for supervising auditors in a number of systems reviews and audit assignments for both listed companies, large private enterprises and listing applicants, and she has also worked at the internal audit departments of Miramar Group, a renowned hospitality group, and Hang Lung Properties, a leading property developer in Hong Kong.

Ms. Yim is a member of CPA Australia and the Hong Kong Institute of Certified Public Accountants. Ms. Yim received a Master of Laws (International and Commercial Law) degree from the University of Greenwich, the United Kingdom in November 2020 and a Bachelor of Business (Accounting and Banking & Finance) degree from Monash University, Australia in July 2002.

Ms. Yim has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from the date of the date of the AGM and will continue thereafter until terminated by not less than three months' notice in writing served by the independent non-executive Director to the Company or with immediate effect following the notice in writing served by the Company to the independent non-executive Director and shall be subject to retirement by rotation and re-election at the annual general meetings of the Company and vacation of office in accordance with the articles of association of the Company. Ms. Yim is entitled to basic annual salaries of HK\$180,000 pursuant to the letter of appointment.

Ms. Yim 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. Yim does 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). She does 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. Yim that need to be brought to the attention of the Shareholders.

The Board would like to welcome Ms. Yim for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, following the conclusion of the AGM:

- (1) Dr. Liu ceased to be the chairman of the Remuneration Committee of the Company and a member of the Audit Committee and the Nomination Committee of the Company; and
- (2) Ms. Yim has been appointed as the chairman of the Remuneration Committee of the Company and a member of the Audit Committee and the Nomination 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.

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

The Board announces that, pursuant to the special resolution no. 7 above, the second amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) have been adopted in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association with effect from the conclusion of the AGM. Please refer to the Circular for details of the Memorandum and Articles of Association. The full text of the Memorandum and Articles of Association is made available on 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, 19 May 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 Xinlan

Independent non-executive Directors

Mr. Huang Victor

Mr. Yang Xuezhi

Ms. Yim Ka Man

Non-executive Director

Mr. Shen Jing Wu (*vice chairman*)