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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 EXTRAORDINARY GENERAL MEETING HELD ON 27 FEBRUARY 2024

Reference is made to the circular of Scholar Education Group (the “**Company**”) dated 6 February 2024 (the “**Circular**”).

RESULTS OF THE EGM

At the extraordinary general meeting (the “**EGM**”) of the Company held on Tuesday, 27 February 2024, voting on all the proposed resolutions as set out in the notice of the EGM dated 6 February 2024 (the “**EGM Notice**”) was taken by poll.

As at the date of the EGM, 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 EGM. There were no restrictions on any shareholders of the Company (the “**Shareholders**”) casting votes on any of the proposed resolutions at the EGM.

The Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Number of Votes	
		For	Against
1.	The share award scheme, named as the 2024 Share Scheme (the “ 2024 Scheme ”) proposed by the board (“ Board ”) of directors of the Company (“ Directors ”), a copy of which is produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, with the Scheme Mandate Limit (as defined in the 2024 Scheme) of 10% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the 2024 Scheme, be and is hereby approved and adopted, and the Scheme Administrator (as defined in the 2024 Scheme) be and are hereby authorised to grant the awards (“Awards”), and do all such acts and execute all such documents as the Scheme Administrator may consider necessary or expedient in order to give full effect to the 2024 Scheme.	298,112,639 (99.968143%)	95,000 (0.031857%)
2.	Conditional upon the passing of ordinary resolution 1, the Service Provider Sublimit (as defined in the 2024 Scheme, and which includes grants to Service Providers under any other share schemes of the Company) of 1% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the 2024 Scheme be and is hereby approved and adopted.	298,112,639 (99.968143%)	95,000 (0.031857%)

Notes:

- As more than 50% of the votes were cast in favour of each of the ordinary resolutions no. 1 to no. 2, the above ordinary resolutions no. 1 to no. 2 proposed at the EGM were duly passed as ordinary resolutions of the Company.
- The full text of the resolutions is set out in the EGM Notice and the Circular.

All the Directors, namely Mr. Chen Qiyuan, Mr. Qi Mingzhi, Ms. Li Ailing, Ms. Leng Xinlan, Mr. Shen Jing Wu, Mr. Huang Victor, Mr. Yang Xuezhi and Ms. Yim Ka Man, attended the EGM.

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

Hong Kong, 27 February 2024

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. Chen Qiyuan
Mr. Qi Mingzhi
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