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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 20 MAY 2025, RETIREMENT AND RE-ELECTION OF DIRECTORS, APPOINTMENT OF NEW DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

Reference is made to the circular of Scholar Education Group (the “**Company**”) dated 24 April 2025 (the “**Circular**”).

RESULTS OF THE AGM

At the annual general meeting (the “**AGM**”) of Scholar Education Group (the “**Company**”) held on 20 May 2025, voting on all the proposed resolutions as set out in the notice of the AGM dated 24 April 2025 (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 564,869,050 (including 1,088,000 Shares which have been repurchased and were yet to be cancelled), and holders of 563,781,050 Shares were entitled 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 2024	322,000,263 (100.000000%)	0 (0%)
2.	(a) (1) To re-elect Ms. Li Ailing as a Director	322,000,263 (100.000000%)	0 (0%)
	(2) To re-elect Ms. Leng Xinlan as a Director	322,000,263 (100.000000%)	0 (0%)
	(b) To appoint Prof. Zhang Wenjun as a Director	322,000,263 (100.000000%)	0 (0%)
	(c) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration	322,000,263 (100.000000%)	0 (0%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Board to fix their remuneration	322,000,263 (100.000000%)	0 (0%)
4.	To grant a general mandate to the Directors to repurchase the Shares	322,000,263 (100.000000%)	0 (0%)
5.	To grant a general mandate to the Directors to allot, issue or otherwise deal with the Shares	321,139,263 (99.732609%)	861,000 (0.267391%)
6.	To extend the general mandate granted to the Directors to issue the Shares by the number of Shares repurchased	267,036,263 (82.930449%)	54,964,000 (17.069551%)
7.	To approve the recommended final dividend of HK\$0.07 per share of the Company for the year ended 31 December 2024	322,000,263 (100.000000%)	0 (0%)

Notes:

- As more than 50% of the votes were cast in favour of each of the ordinary resolutions no. 1 to no. 7, the above ordinary resolutions no. 1 to no. 7 proposed at the AGM were duly passed as ordinary resolutions of the Company.
- 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. Qi Mingzhi, Ms. Li Ailing, Ms. Leng Xinlan, Mr. Huang Victor, Mr. Yang Xuezhi and Ms. Yim Ka Man.

RETIREMENT AND RE-ELECTION OF DIRECTORS

As disclosed in the Circular, Mr. Huang Victor (“**Mr. Huang**”) 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, Mr. Huang retired as an independent non-executive Director and ceased to act as the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company with effect from the conclusion of the AGM.

Mr. Huang 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. Mr. Huang 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 Mr. Huang for his valuable contributions and services to the Board during his tenure of office.

The Board is pleased to announce that Ms. Li Ailing and Ms. Leng Xinlan have been re-elected as executive Directors.

APPOINTMENT OF NEW DIRECTOR

The Board is pleased to announce that Prof. Zhang Wenjun (“**Prof. Zhang**”) has been appointed as an independent non-executive Director with effect from the conclusion of the AGM.

The biographical information of Prof. Zhang is set out below:

Prof. Zhang has over 40 years of experience in the education industry. He worked at Henan University (河南大學) as a faculty member in 1983. In 1996, he completed his postdoctoral research at the University of Science and Technology of China (中國科技大學). He also served as an adjunct professor at Zhejiang University (浙江大學) and adjunct Doctor of Philosophy supervisor at both Capital Normal University (首都師範大學) and Shantou University (汕頭大學). Prof. Zhang had been working at Shenzhen University (深圳大學) since 1996 until his retirement in 2023 and was the first dean of the school of mathematics and computational science.

Prof. Zhang was an executive director of the Professional Committee of Educational Mathematics of the Chinese Society of Higher Education* (中國高等教育學會教育數學專業委員會), an executive director of the National Research Association of Elementary Mathematics* (全國初等數學研究會), a director of the Guangdong Mathematical Society* (廣東省數學會), an executive director of the Guangdong Research Association of Elementary Mathematics* (廣東省初等數學研究會), and the president of the Shenzhen Mathematical Society* (深圳市數學學會).

Prof. Zhang graduated from Henan University (河南大學) in 1983 with a bachelor’s degree and obtained a Master of Science degree from the University of Science and Technology of China (中國科技大學) and a Doctor of Science degree from Fudan University (復旦大學).

Prof. Zhang has confirmed (a) his independence as regards to each of the factors contained in Rules 3.13(1) to (8) of the Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment. The Board considers that Prof. Zhang meets the requirements of independence as set out in Rule 3.13 of the Listing Rules.

A letter of appointment has been entered between Prof. Zhang and the Company for a term commencing from the conclusion of the AGM. Prof. Zhang is entitled to receive a monthly remuneration of RMB15,000. The amount of emolument is determined by the Board with reference to Prof. Zhang's experience, duties, responsibilities as well as the Company's policy.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters relating to the appointment of Prof. Zhang as an independent non-executive Director that need to be brought to the attention of the Shareholders.

* *For identification purpose only*

The Board would like to welcome Prof. Zhang for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

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

- (1) Mr. Huang ceased to be the chairman of the Audit Committee of the Company and a member of the Remuneration Committee and the Nomination Committee of the Company;
- (2) Prof. Zhang has been appointed as a member of the Audit Committee of the Company;
- (3) Mr. Chen Qiyuan ceased to be the chairman of the Nomination Committee of the Company and remains as a member of the Nomination Committee of the Company;
- (4) Mr. Yang Xuezhi has been appointed as the chairman of the Nomination Committee of the Company and a member of the Remuneration Committee of the Company; and
- (5) Ms. Yim Ka Man has been appointed as the chairman of the Audit 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.

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

Hong Kong, 20 May 2025

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. Yang Xuezhi

Ms. Yim Ka Man

Prof. Zhang Wenjun