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SHANGHAI GENCH EDUCATION GROUP LIMITED

上海建橋教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1525)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 8 JUNE 2023

Reference is made to the circular of Shanghai Gench Education Group Limited (the “**Company**”) dated 27 April 2023 (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) of the Company dated 27 April 2023 (the “**Notice**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those in the Circular. At the AGM held on 8 June 2023, all the proposed resolutions as set out in the Notice were put to the vote by poll.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 415,000,000 shares. CMB Wing Lung (Trustee) Limited held 19,598,500 shares in its capacity as the trustee under the Company’s share award scheme, and was required to abstain from voting on all resolutions at the AGM pursuant to Rule 17.05A of Listing Rules. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There were no shares of the Company entitling the Shareholders to attend and abstain from voting in favour of any of the proposed resolutions as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has stated his/her intention in the Circular to vote against the proposed resolutions or to abstain from voting at the AGM. Accordingly, there were a total of 395,401,500 shares of the Company entitling holders thereof to attend and vote for or against the resolutions proposed at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To receive and consider the audited financial statements, the reports of the directors and the independent auditor for the year ended 31 December 2022.	231,673,000 (100.00%)	0 (0.00%)
2.	Each as a separate resolution:		
	(i) To re-elect Mr. Shi Yinjie as a director (the “ Director ”) of the Company.	231,673,000 (100.00%)	0 (0.00%)
	(ii) To re-elect Mr. Du Jusheng as a Director.	231,673,000 (100.00%)	0 (0.00%)
	(iii) To re-elect Mr. Chen Baizhu as a Director.	231,673,000 (100.00%)	0 (0.00%)
	(iv) To authorize the board (the “ Board ”) of Directors to fix the remuneration of the Directors.	231,673,000 (100.00%)	0 (0.00%)
3.	To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix its remuneration.	231,673,000 (100.00%)	0 (0.00%)
4.	To declare a final dividend of HK\$0.10 per ordinary share of the Company for the year ended 31 December 2022 paid out of the share premium account of the Company.	226,249,000 (97.66%)	5,424,000 (2.34%)
5.	To grant a general mandate to the Directors to issue new shares of the Company.	226,187,500 (97.63%)	5,485,500 (2.37%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company.	231,673,000 (100.00%)	0 (0.00%)
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased.	231,611,500 (99.97%)	61,500 (0.03%)

As more than 50% of the votes were cast in favour of each of the proposed resolutions numbered 1 to 7 above, all the proposed resolutions numbered 1 to 7 proposed at the AGM were duly passed as ordinary resolutions of the Company.

All Directors attended the AGM.

By order of the Board
Shanghai Gench Education Group Limited
Zhou Xingzeng
Chairman

Shanghai, 8 June 2023

As at the date of this announcement, our executive Directors are Mr. Zhou Xingzeng, Mr. Zheng Xiangzhan and Mr. Shi Yinjie, our non-executive Directors are Mr. Zhao Donghui and Mr. Du Jusheng and our independent non-executive Directors are Mr. Chen Baizhu, Mr. Hu Rongen and Ms. Liu Tao.