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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 30 MAY 2024

Reference is made to the circular of Shanghai Gench Education Group Limited (the “**Company**”) dated 25 April 2024 (the “**Circular**”) and the notice of the annual general meeting of the Company (the “**AGM**”) dated 25 April 2024 (the “**Notice**”). At the AGM held on 30 May 2024, 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 2023.	219,684,500 (100.00%)	0 (0.00%)
2.	Each as a separate resolution:		
	(i) To re-elect Mr. Ding Zheyin as a director (the “ Director ”) of the Company.	219,684,500 (100.00%)	0 (0.00%)
	(ii) To re-elect Mr. Ye Qionghai as a Director.	186,632,500 (84.95%)	33,052,000 (15.05%)
	(iii) To re-elect Ms. Zhao Jiaqiao as a Director.	219,684,500 (100.00%)	0 (0.00%)
	(iv) To re-elect Mr. Hu Rongen as a Director.	219,684,500 (100.00%)	0 (0.00%)
	(v) To re-elect Ms. Liu Tao as a Director.	219,684,500 (100.00%)	0 (0.00%)
	(vi) To authorize the board (the “ Board ”) of Directors to fix the remuneration of the Directors.	219,684,500 (100.00%)	0 (0.00%)
3.	To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.	219,684,500 (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 2023 paid out of the share premium account of the Company.	219,684,500 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to issue new shares of the Company.	219,623,000 (99.97%)	61,500 (0.03%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company.	219,684,500 (100.00%)	0 (0.00%)
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased.	219,623,000 (99.97%)	61,500 (0.03%)
SPECIAL RESOLUTIONS			
8.	To amend the Existing Articles.	219,684,500 (100.00%)	0 (0.00%)
9.	To adopt the third amended and restated articles of association of the Company.	219,684,500 (100.00%)	0 (0.00%)

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

As more than 75% of the votes were cast in favour of proposed resolutions numbered 8 to 9 above, these resolutions were duly passed as special resolutions of the Company.

All Directors attended the AGM in person or by electronic means.

By order of the Board
Shanghai Gench Education Group Limited
Zhao Donghui
Chairman

Shanghai, 30 May 2024

As at the date of this announcement, our executive Directors are Mr. Zhao Donghui and Mr. Ding Zheyin, our non-executive Directors are Mr. Du Jusheng, Mr. Ye Qionghai and Ms. Zhao Jiaqiao and our independent non-executive Directors are Mr. Chen Baizhu, Mr. Hu Rongen and Ms. Liu Tao.