

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 11 MAY 2025

Reference is made to the circular of Shanghai Gench Education Group Limited (the “**Company**”) dated 15 April 2025 (the “**Circular**”) and the notice of the annual general meeting of the Company (the “**AGM**”) dated 15 April 2025 (the “**Notice**”). Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular. At the AGM held on 11 May 2025, 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 (the “**Trustee**”) held 20,500,000 shares in its capacity as the trustee under the Company’s share award scheme, and was required to abstain from voting on all the resolutions at the AGM pursuant to Rule 17.05A of the Listing Rules. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. As at the date of the AGM, the Company did not hold any treasury shares (including any treasury shares held or deposited with CCASS) and as such no voting rights of treasury shares were exercised at the AGM, and no repurchased shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of 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. Other than the shares held by the Trustee, no Shareholder was required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM. 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 394,500,000 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 2024.	113,763,000 (100.00%)	0 (0.00%)
2.	Each as a separate resolution:		
	(i) To re-elect Mr. Zhao Donghui as a director (the “ Director ”) of the Company.	113,763,000 (100.00%)	0 (0.00%)
	(ii) To re-elect Mr. Ding Zheyin as a Director.	113,763,000 (100.00%)	0 (0.00%)
	(iii) To re-elect Ms. Li Huihui as a Director.	113,763,000 (100.00%)	0 (0.00%)
	(iv) To re-elect Mr. Chen Baizhu as a Director.	113,763,000 (100.00%)	0 (0.00%)
	(v) To authorize the board (the “ Board ”) of Directors to fix the remuneration of the Directors.	113,763,000 (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.	113,763,000 (100.00%)	0 (0.00%)
4.	To declare a final dividend of HK\$0.10 (equivalent to approximately RMB0.09) per ordinary share of the Company for the year ended 31 December 2024 paid out of the share premium account of the Company.	113,763,000 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to issue new shares of the Company.	113,511,000 (99.78%)	252,000 (0.22%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company.	113,763,000 (100.00%)	0 (0.00%)
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased.	113,511,000 (99.78%)	252,000 (0.22%)

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.

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, 11 May 2025

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