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KOOLEARN TECHNOLOGY HOLDING LIMITED

新東方在綫科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1797)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**AGM**”) of Koolearn Technology Holding Limited (“**Company**”) will be held at the Company’s headquarters in Beijing, Level 18, South Wing, 2 Haidian East Third Road, Haidian District, Beijing, China, on Thursday, 3 November 2022 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to receive the Company’s audited consolidated financial statements and the reports of the directors of the Company (“**Directors**”) and the Company’s auditor for the financial year ended 31 May 2022;
2. to re-elect Mr. YU Minhong as a non-executive Director;
3. to re-elect Ms. SUN Chang as a non-executive Director;
4. to re-elect Mr. LIN Zheyang as an independent non-executive Director;
5. to re-appoint Deloitte Touche Tohmatsu as the Company’s auditor and to authorise the board of Directors (“**Board**”) to fix its remuneration;
6. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution (“**Share Issue Mandate**”):

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors, exercisable on their behalf by any one of the executive Directors or Mr. YU Minhong (the chairman of the Board), during the Relevant Period (defined at (d) below) of all powers of the Company to allot, issue and deal with authorised and unissued shares of the Company (“**Shares**”) or securities convertible into Shares in the Company’s share capital and to make or grant offers, agreements and options that may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorised the Directors to make or grant offers, agreements and options during the Relevant Period that may require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in (d) below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) the vesting of awards granted under any share award scheme of the Company (if any);
or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Company's articles of association,

shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of the Shares after passing this resolution) and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the Company's next annual general meeting;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders (**“Shareholders”**) in general meetings; or
- (iii) the expiration of the period within which the Company's next annual general meeting is required by the Company's articles of association or any application laws to be held.

“Rights Issue” means the allotment or issue of Shares or other securities in the Company that would or might require Shares to be allotted and issued pursuant to an offer made to all the Shareholders (excluding for such purpose any shareholder who is a resident in a place where it would be unlawful or impracticable to offer Shares without registration of offering documents or compliance with any legal or regulatory requirements or special formalities under the laws of that place) and, where appropriate, to the holders of the Company's other equity securities entitled to such offer by reference to a fixed record date and pro rata to their then holdings of Shares or such other securities of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under

the laws or, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”;

7. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution (“**Repurchase Mandate**”):

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors, exercisable on their behalf by any one of the executive Directors or Mr. YU Minhong (the chairman of the Board), during the Relevant Period (defined at (c) below) of all powers of the Company to purchase its own shares on the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on another stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of the Shares after passing this resolution) and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the Company’s next annual general meeting;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Shareholders in general meetings; or
 - (iii) the expiration of the period within which the Company’s next annual general meeting is required by the Company’s articles of association or any application laws to be held.”; and

8. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of this notice, the Share Issue Mandate referred to at item 6 of this notice be and is hereby extended by the addition to the total number of Shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the Share Issue Mandate of an amount representing the total number of Shares purchased by the Company pursuant to the Repurchase Mandate referred to at item 7 of this notice, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of this resolution.”.

SPECIAL RESOLUTION

9. to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the third amended and restated articles of association of the Company (the “**New Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and is hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing second amended and restated articles of association of the Company with immediate effect after the close of this meeting and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the New Articles of Association.”.

By order of the Board of
Koolearn Technology Holding Limited
YU Minhong
Chairman of our Board

Hong Kong, 20 September 2022

Notes:

- (1) All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Company’s articles of association, except where the chairman of the AGM may in good faith, allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.koolearn.hk).
- (2) Any Shareholder entitled to vote at the AGM is entitled to appoint more than one proxy to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each proxy is so appointed.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Hong Kong share registrar Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 10:00 a.m. on Tuesday, 1 November 2022 (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the AGM (as the case may be). Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such an event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the Company’s register of members in respect of such Share.
- (5) In order to determine the Shareholders entitled to attend and vote at the AGM, the Company’s register of members will be closed from Monday, 31 October 2022 to Thursday, 3 November 2022 (both dates inclusive), during which period, no transfer of Shares will be registered. Shareholders whose names appear on the register of members on Thursday, 3 November 2022 will be entitled to attend and vote at the AGM. To be entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with our Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 28 October 2022 (Hong Kong time).
- (6) A circular containing further details concerning proposed ordinary resolutions 2 to 8 and proposed special resolution 9 set out in this notice will be sent to all Shareholders together with this notice.

As at the date of this notice, our Board comprises the following members: Mr. SUN Dongxu, and Mr. YIN Qiang, as executive Directors; Mr. YU Minhong and Ms. SUN Chang as non-executive Directors; and Mr. LIN Zheyang, Mr. TONG Sui Bau, and Mr. KWONG Wai Sun Wilson, as independent non-executive Directors.