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## **HOPE EDUCATION GROUP CO., LTD.**

**希望教育集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1765)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 24 FEBRUARY 2023**

Reference is made to the circular (the “**Circular**”) issued by Hope Education Group Co., Ltd. (the “**Company**”) dated 3 February 2023. Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

At the annual general meeting held on 24 February 2023 (the “**AGM**”), all the proposed resolutions as set out in the notice of the AGM dated 3 February 2023 were taken by way of poll.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 8,027,550,706 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required to abstain from voting on any of the resolutions proposed at the AGM under the Listing Rules. No person has indicated in the Circular that it/he/she intends to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The following Directors attended the AGM: Mr. He Shengli, Mr. Wang Huiwu and Mr. Tang Jianyuan, while the other Directors (Mr. Xu Changjun, Mr. Li Tao, Mr. Lu Zhichao, Mr. Xiang Chuan, Mr. Liu Zhonghui and Mr. Zhang Jin) were unable to attend the AGM due to their other business commitments.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. All the proposed resolutions were approved by the Shareholders. 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, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 August 2022.	3,806,445,580 98.405454%	61,679,008 1.594546%
2.	(a) To re-elect the following retiring directors of the Company:		
	(i) Mr. Xu Changjun as an executive director of the Company;	3,807,123,557 98.553967%	55,860,015 1.446033%
	(ii) Mr. Wang Huiwu as an executive director of the Company;	3,788,782,658 98.111995%	72,908,914 1.888005%
	(iii) Mr. Zhang Jin as an independent non-executive director of the Company;	3,805,071,570 98.489120%	58,372,002 1.510880%
	(iv) Mr. Liu Zhonghui as an independent non-executive director of the Company; and	3,795,895,685 98.301027%	65,605,887 1.698973%
	(v) Mr. Xiang Chuan as an independent non-executive director of the Company.	3,808,381,568 98.597457%	54,174,004 1.402543%
(b)	To authorise the board of directors of the Company (the “ <b>Board</b> ”) to fix the remuneration of the directors of the Company.	3,807,595,570 98.568533%	55,296,002 1.431467%
3.	To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.	3,807,533,570 98.593472%	54,318,008 1.406528%
4.	(A) To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company.	3,616,624,702 91.544856%	334,033,871 8.455144%
	(B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company.	3,811,875,570 97.190387%	110,195,003 2.809613%
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 4(A) to issue additional shares by adding the number of shares repurchased under ordinary resolution no. 4(B).	3,621,401,946 92.391669%	298,217,627 7.608331%
Special Resolution		Number of votes (%)	
		FOR	AGAINST
5.	To approve the proposed amendments to the Second Amended and Restated Memorandum and Articles of Association of the Company (the “ <b>Proposed Amendments</b> ”) and the adoption of the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (“ <b>Amended M&amp;A</b> ”) in substitution for, and to the exclusion of, the Second Amended and Restated Memorandum and Articles of Association of the Company with immediate effect, the details of which are set out in Appendix III to the circular of the Company dated 3 February 2023, and to authorise any Director or company secretary of the Company to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong. Details of the resolution are set out in resolution no. 5 of the notice of annual general meeting of the Company dated 3 February 2023.	3,808,595,570 98.630192%	52,895,008 1.369808%

Please refer to the notice of AGM dated 3 February 2023 for the full text of the resolutions proposed at the AGM.

As more than 50% of votes were casted in favour of the resolutions No.1 to No.4 proposed at the AGM, the above-mentioned resolutions No.1 to No.4 proposed at the AGM were duly passed as ordinary resolutions of the Company. As more than 75% of votes were casted in favour of the resolution No.5 proposed at the AGM, the above-mentioned resolution No.5 proposed at the AGM were duly passed as a special resolution of the Company.

Yours faithfully  
By order of the Board  
**Hope Education Group Co., Ltd.**  
**He Shengli**  
*Chairman*

Hong Kong, 24 February 2023

*As at the date of this announcement, the executive Directors are Mr. Xu Changjun, Mr. Wang Huiwu and Mr. Li Tao; the non-executive Directors are Mr. He Shengli, Mr. Tang Jianyuan and Mr. Lu Zhichao; and the independent non-executive Directors are Mr. Xiang Chuan, Mr. Liu Zhonghui and Mr. Zhang Jin.*