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## **Wisdom Education International Holdings Company Limited**

**睿見教育國際控股有限公司**

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

**(Stock code: 6068)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Notice is hereby given** that an extraordinary general meeting (the “EGM”) of Wisdom Education International Holdings Company Limited (the “Company”) will be held at Theatre B, The Hong Kong General Chamber of Commerce, 22/F United Centre, Admiralty, Hong Kong at 10:00 am on 10 July 2020, for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company. Unless otherwise defined, capitalized terms used in this announcement and the following resolution shall have the same meanings as those defined in the circular of the Company dated 19 June 2020 (the “Circular”):

#### **ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the Credit Agreement (as defined and described in the Circular, a copy of which is marked “A” and signed by the chairperson of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved, confirmed and ratified taking into account of the Put Option Deed (as defined and described in the Circular, a copy of which is marked “B” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated under the Credit Agreement and the Put Option Deed (including any potential issue and allotment of part or all of the Conversion Shares to PA Chokmah and the purchase of the Shares by Mr. Liu) be and are hereby approved, confirmed and ratified;

- (b) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue part or all of the Conversion Shares by the Company in accordance with the terms and conditions of the Credit Agreement and the Specific Mandate be and is hereby approved; and
- (c) any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the implementation of the arrangements contemplated under the Credit Agreement and the Put Option Deed (including any potential issue and allotment of part or all of the Conversion Shares to PA Chokmah and the purchase of the Shares by Mr. Liu), and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of such Director, in the interests of the Company and the Shareholders as a whole.”

By Order of the Board  
**Wisdom Education International Holdings Company Limited**  
**LI Suwen**  
*Chairperson*

Hong Kong, 19 June 2020

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder who is the holder of two or more shares of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to represent him and vote on behalf of him. A proxy needs not be a shareholder of the Company.
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 notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 8 July 2020 to Friday, 10 July 2020 (both dates inclusive) during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 7 July 2020.

*As at the date of this announcement, the Board of the Company comprises four executive Directors, namely Ms. Li Suwen, Mr. Liu Xuebin, Mr. Li Jiuchang and Mr. Wang Yongchun; and three independent non-executive Directors, namely Prof. Sun Kai Lit Cliff, BBS, J.P., Mr. Tam King Ching Kenny and Mr. Huang Weiguo.*