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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)

DISCLOSEABLE TRANSACTION SUBSCRIPTION OF SHORT TERM WEALTH MANAGEMENT PRODUCT

The Board announces that, on 25 December 2017, the Subscriber, a wholly-owned subsidiary of the Company, agreed to subscribe for a short term wealth management product from Dongguan Trust under the Trust Scheme in the total amount of RMB300 million.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription exceeds 5% but none of such percentage ratios is 25% or above, the Subscription constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements but exempt from the circular and shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

The Board announces that, on 25 December 2017, the Subscriber, a wholly-owned subsidiary of the Company, agreed to subscribe for a short term wealth management product from Dongguan Trust under the Trust Scheme in the total amount of RMB300 million. The principal terms of the Trust Agreement are as follows:

TRUST AGREEMENT

Date: 25 December 2017

Parties:	(1) the Subscriber (as subscriber); and (2) the Dongguan Trust (as trustee)
	To the best knowledge, information and belief of the Directors, Dongguan Trust and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.
Name of the Trust Scheme:	Dongguan Trust Hongxin Long After Group Collective Fund Trust Plan* (東莞信託宏信瓏遠集團集合資金信託計劃)
Term of the Trust Scheme:	24 months from the date of establishment of the Trust Scheme on 20 November 2018
Redemption:	The Subscriber may redeem its investment in whole or in part with one month's notice according to the terms and conditions of the Trust Agreement.
Subscription amount:	RMB300 million
Expected rate of return:	9% per annum
Distribution of trust income:	During the term of its investment, the Subscriber will receive the income generated from the Trust Scheme on the 21th day of the first month of every quarter in a year. The trust income will be calculated based on its investment amount, the expected rate of return as set out above and the actual number of days of its investment in the Trust Scheme.
Investment scope:	The trust money under the Trust Scheme will be primarily applied to the investment in Dongguan Long After Cuilong Bay Industry Investment Company Limited* (東莞市瓏遠翠瓏灣實業投資有限公司), whose unaudited net asset value was approximately RMB3,499.1 million as at 31 August 2017. To the best knowledge, information and belief of the Directors, the aforesaid company and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Subscription will be financed from the Group's internal resources. The Group has reserved funds for potential acquisitions and expansion in the future. The Subscription allows the Group to utilize its temporarily idle funds, and is conducted on the premises that such investment will not affect the working capital or business operation of the Group, as the Group is expected to (i) receive a significant amount of tuition and boarding fees in January and February 2018; and (ii) redeem such investment within twelve months from the date of subscription.

The Subscription is conducive to improving the capital usage efficiency and generating investment return from the Group's temporarily idle funds. On one hand, the Group is able to generate a relatively higher return from subscribing the wealth management product than fixed-term bank deposits and on the other hand, the Group is able to retain flexibility in redeeming the wealth management product when it foresees there is a cash need.

As such, the Directors are of the view that the terms and conditions of the Subscription are fair and reasonable and the Subscription is in the interests of the Company and its shareholders as a whole.

INFORMATION OF THE SUBSCRIBER AND THE DONGGUAN TRUST

The Company is an investment holding company incorporated in the Cayman Islands with limited liability. The Group is principally engaged in the provision of premium primary and secondary education in the PRC.

The Subscriber, namely Dongguan Ruixing Business Services Co., Ltd* (東莞瑞興商務服務有限公司), is a wholly-owned subsidiary of the Company and a limited liability company established in the PRC principally engaged in the provision of education consultancy services in the PRC.

Dongguan Trust is a financial institution incorporated in the PRC.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscription exceeds 5% but none of such percentage ratios is 25% or above, the Subscription constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements but exempt from the circular and shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Company”	Wisdom Education International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dongguan Trust”	Dongguan Trust Co., Ltd.* (東莞信託有限公司), a company established in the PRC with limited liability
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Taiwan, Hong Kong and Macau Special Administrative Region for the purpose of this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Dongguan Ruixing Business Services Co., Ltd* (東莞瑞興商務服務有限公司)
“Subscription”	the subscription of wealth management product under the Trust Scheme by the Company pursuant to the terms and conditions of the Trust Agreement
“Trust Agreement”	the trust agreement governing the administration and operation of the Trust Scheme

“Trust Scheme” the trust scheme named Dongguan Trust Hongxin Long After Group Collective Fund Trust Plan* (東莞信託宏信瓏遠集團集合資金信託計劃) set up by Dongguan Trust

“%” per cent.

By Order of the Board of
Wisdom Education International Holdings Company Limited
Liu Xuebin
Chairman

Hong Kong, 27 December 2017

As of the date of this announcement, the executive directors of the Company are Mr. Liu Xuebin, Ms. Li Suwen, Mr. Li Jiuchang and Mr. Ng Cheuk Him; and the independent non-executive directors of the Company are Mr. Sun Kai Lit Cliff, Mr. Tam King Ching Kenny and Mr. Yau Sze Ka.

* For identification purpose only