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Wisdom Education International Holdings Company Limited
光正教育國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 6068)

**TERMINATION OF MAJOR TRANSACTION IN RELATION TO
THE DISPOSAL OF CLASS A PARTICIPATING SHARES**

Reference is made to (i) the announcement of Wisdom Education International Holdings Company Limited (the “**Company**”) dated 29 November 2023 (the “**Disposal Announcement**”) in relation to the disposal of Class A Participating Shares pursuant to the Sale and Purchase Agreement entered between the Company and the Purchaser, and (ii) two announcements of the Company both dated 19 December 2023 in relation to, among other things, the delay in despatch of Circular, the application to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules and the grant of such waiver (the “**Delay in Despatch of Circular and Grant of Waiver Announcements**”, together with the Disposal Announcement, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board announces that, after due and careful consideration of all circumstances regarding the Disposal, the parties to the Sale and Purchase Agreement mutually agreed not to proceed with the Disposal due to commercial reasons, and on 4 January 2024 (after trading hours), the Purchaser and the Vendor entered into a termination agreement pursuant to the terms of the Sale and Purchase Agreement to terminate the Sale and Purchase Agreement with immediate effect (the “**Termination Agreement**”). As of the date of the Termination Agreement, the conditions precedent under the Sale and Purchase Agreement have not been fulfilled, and the relevant due diligence exercise has not been completed as at the date of the Termination Agreement. Pursuant to the Termination Agreement, both parties agreed to release and discharge the other parties from all its obligations duties and liabilities under the Sale and Purchase Agreement and from all actions, proceedings, claims, demands, damages, costs and expenses arising from such obligations, duties and liabilities.

As a result of the Termination Agreement, the Disposal will not proceed and therefore, no Circular will be despatched to the Shareholders in this regard.

The Board is of the view that the entering into of the Termination Agreement is in the best interest of the Company and its Shareholders as a whole and the termination of the Sale and Purchase Agreement will not have any material impact on the business, operations or financial position and operation of the Group, and the Group will continue to seek other opportunities to realise the value in the Class A Participating Shares.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

By Order of the Board
Wisdom Education International Holdings Company Limited
Li Jiuchang
Executive Director

Dongguan, 4 January 2024

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