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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)

NOTICE OF THE 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 The Hong Kong General Chamber of Commerce, 22/F United Centre, Admiralty, Hong Kong on Tuesday, 9 April 2024 at 10:00 a.m.. Unless otherwise defined, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 23 February 2024 (the “**Circular**”):

Ordinary Resolution

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. “**THAT:**

- (a) the Cash Advances relating to Land Bidding (as defined and described in the Circular) and all agreements, deeds, instruments and other documents executed or to be executed by the Company in relation to such be and are hereby approved, confirmed and ratified;
- (b) the Cash Advances relating to construction costs of the Proposed Zhongshan High School (as defined and described in the Circular) and all agreements, deeds, instruments and other documents executed or to be executed by the Company in relation to such be and are hereby approved, confirmed and ratified;
- (c) the FY2023 Framework Agreement (as defined and described in the Circular), and the transactions thereunder, and all agreements, deeds, instruments and other documents executed or to be executed by the Company in relation to such be and are hereby approved, confirmed and ratified;

- (d) the FY2022 Framework Agreement (as defined and described in the Circular), and the transactions thereunder, and all agreements, deeds, instruments and other documents executed or to be executed by the Company in relation to such be and are hereby approved, confirmed and ratified;
- (e) the Interest Payment (as defined and described in the Circular) of RMB10.5 million to be made by Guangdong Guangzheng to the Company in respect of the interests accrued from the advancements under the Subject Transactions as set out in paragraph (a) (b) (c) above, and the basis of calculation of such interest payment, be and are hereby approved, confirmed and ratified;
- (f) the basis of calculation of the Future Interest Payment (as defined and described in the Circular) to be made by Guangdong Guangzheng to the Company be and is hereby approved, confirmed and ratified;
- (g) the Subject Transactions and the transactions and arrangements as described in the Circular be and are hereby approved, confirmed and ratified; and
- (h) any one director of the Company be and is hereby authorised on behalf of the Company to do all such acts and sign all such documents and to enter into all such transactions and arrangements as may be necessary or expedient in connection with the implementation of and giving effect to or otherwise in connection with the Subject Transactions and the transactions and arrangements as described in the Circular.”

Special Resolution

2. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

“THAT:

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated articles of association of the Company (the “**Existing Articles of Association**”), the details of which are set out in Appendix I to the circular of the Company dated 23 February 2024, be and are hereby approved;
- (b) the third amended and restated articles of association of the Company (the “**New Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles of Association with immediate effect; and

- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents 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 New Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Cayman Islands and Hong Kong.”

For and on behalf of the Board
Wisdom Education International Holdings Company Limited
LI Suwen
Chairperson

Dongguan, 23 February 2024

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 need 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 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, 3 April 2024 to Tuesday, 9 April 2024 (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 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 for registration not later than 4:30 pm on Tuesday, 2 April 2024.

As at the date of this announcement, the Board 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.