



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)

23 February 2024

To the Independent Shareholders

Dear Sir/ Madam,

MAJOR AND CONNECTED TRANSACTIONS

This Independent Board Committee has been established to advise you on the terms of the Subject Transactions, details of which are set out in the circular of the Company to the Shareholders dated 23 February 2024 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

Having considered the terms of the Subject Transactions, and the advice of the Independent Financial Adviser in relation thereto as set out on pages 16 to 30 of the Circular, we are of the opinion that the Subject Transactions are conducted as part of the ordinary course of business of the Group, are on normal commercial terms and on a fair and reasonable basis, as far as the Independent Shareholders are concerned, and in the interests of the Company and its Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Subject Transactions.

Yours faithfully

For and on behalf of

The Independent Board Committee

Prof. SUN Kai Lit Cliff, *BBS, J.P*

Mr. TAM King Ching Kenny

Mr. HUANG Weiguo

Independent non-executive Directors