



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)

Number of shares to which this form of proxy relates ^(Note 1)	
--	--

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 10 JULY 2020**

I/We ^(Note 2) _____
of _____
being the registered holder(s) of shares in the issued share capital of **Wisdom Education International Holdings Company Limited** (the “Company”) hereby appoint the Chairperson of the meeting ^(Note 3) or _____
of _____ as
my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to be held at Theatre B, The Hong Kong General Chamber of Commerce, 22/F United Centre, Admiralty, Hong Kong on 10 July 2020 at 10:00 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

	ORDINARY RESOLUTION	FOR	AGAINST
1.	To approve, confirm and ratify the Credit Agreement dated 22 June 2018 entered into between the Company, PA Chokmah and Mr. Liu in relation to the provision of a loan of a principal amount of up to HK\$500 million by PA Chokmah to the Company taking into account of the Put Option Deed and the transactions contemplated under the Credit Agreement and the Put Option Deed; and the granting of a Specific Mandate to the Directors 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 authorisation of any one of the Directors to do all such acts and things as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Credit Agreement and the Put Option Deed and the transactions contemplated thereunder.		

Date: _____

Signature(s) ^(Note 5) _____

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairperson of the meeting is preferred, please strike out the words “the Chairperson of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder who is the holder of two or more shares of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar at 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 holding the EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.