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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 10 JULY 2020

References are made to (i) the notice of the EGM (the “**Notice**”) of Wisdom Education International Holdings Company Limited (the “**Company**”) dated 19 June 2020; and (ii) the circular of the Company dated 19 June 2020 (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless stated otherwise.

POLL RESULTS OF THE EGM HELD ON 10 JULY 2020

The Board announces that the proposed resolution as set out in the Notice (the “**Resolution**”) was not passed by way of poll at the EGM of the Company held on 10 July 2020.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the poll at the EGM. The poll results were as follows:

Ordinary Resolution		Number of votes cast (% of total number of votes cast)	
		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.	17,797,481 (5.99%)	279,087,310 (94.01%)

As more than 50% of the votes were cast against the Resolution at the EGM, the Resolution was not passed as an ordinary resolution of the Company.

Total Number of Shares Entitling the Shareholders to Attend and Vote at the EGM

As at the date of the EGM, the total number of Shares in issue was 2,047,154,000. As disclosed in the Circular, Mr. Liu and his close associates, who were interested in an aggregate of 930,000,000 Shares, representing approximately 45.43% of the total issued share capital of the Company as at the date of the EGM, and Ms. Li and her close associates, who were interested in an aggregate of 572,128,000 Shares, representing approximately 27.95% of the total issued share capital of the Company as at the date of the EGM, are required to abstain, and have abstained from voting on the Resolution at the EGM. As a result, the total number of Shares entitling the Shareholders to attend and vote on the Resolution at the EGM was 545,026,000 Shares, representing approximately 26.62% of the issued share capital of the Company as at the date of the EGM.

Save as disclosed above, none of the other Shareholders was required to abstain from voting on the Resolution at the EGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the Resolution proposed at the EGM according to Rule 13.40 of the Listing Rules. None of the Shareholders has stated his/her intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

ISSUE OF CONVERSION SHARES AND GRANT OF PUT OPTION WILL NOT PROCEED

As disclosed in the Circular, the conversion of the Mandatory Principal and the Discretionary Principal and the grant of the Put Option are conditional upon the approval by the Independent Shareholders of the Company for (i) the issue of the Conversion Shares pursuant to that Conversion; and (ii) the Put Option relating to the Conversion Shares to be issued by the Company pursuant to that Conversion. **Since the Resolution was not passed by the Independent Shareholders at the EGM, the allotment and issue of the Conversion Shares under the Credit Agreement and the transactions contemplated under the Put Option Deed will not proceed.**

As disclosed in the Circular, if the Conversion Conditions are not satisfied prior to the Maturity Date (in respect of the Mandatory Principal) or prior to the last day of the Discretionary Conversion Period (in respect of the Discretionary Principal), the Company will repay the Mandatory Principal and the Discretionary Principal together with an exit fee to PA Chokmah in accordance with the terms of the Credit Agreement.

By Order of the Board
Wisdom Education International Holdings Company Limited
Prof. Sun Kai Lit Cliff, BBS, J.P.
Independent Non-executive Director

Hong Kong, 10 July 2020

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