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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)

ADOPTION OF SHARE AWARD SCHEME

The Board announces that it resolved to adopt the Scheme as means to recognise the contribution of and provide incentives for the key management personnel including Directors and senior management and employees of the Group. The Shares to be awarded under the Scheme will be purchased by the Trustee from the open market or subscribed from the Company as new Shares out of cash contributed by the Group and be held on trust for the Selected Participants until such Shares are vested with the relevant Selected Participants in accordance with the provisions of the Scheme. The Scheme shall be subject to administration of the Board and the Trustee in accordance with the Scheme Rules and the Trust Deed dated 7 June 2017.

Given that the Scheme does not involve the grant of options over any new Shares of the Company, it does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is not required to comply with the rules thereunder. No Shareholders' approval is required to adopt the Scheme.

ADOPTION OF THE SHARE AWARD SCHEME

The Board announces that it resolved to adopt the Scheme, pursuant to which the Shares to be awarded will be purchased by the Trustee from the open market or subscribed from the Company as new Shares out of cash contributed by the Group and held on trust for the Selected Participants until such Shares are vested with the relevant Selected Participants in accordance with the provisions of the Scheme. The Scheme shall be subject to the administration of the Board and the Trustee in accordance with the Scheme Rules and the Trust Deed dated 7 June 2017.

SUMMARY OF THE SCHEME RULES

(1) Purpose and Objective

The purposes of the Scheme are to recognise the contributions by certain Eligible Persons (other than Excluded Persons) and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for the growth and further development of the Group.

(2) Eligible Persons for the Scheme

Pursuant to the Scheme, the Board may, from time to time, in its absolute discretion, select any Eligible Person (other than Excluded Person) for participant in the Scheme as a Selected Participant, grant such number of Awarded Shares to any Selected Participant and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine. The Selected Participants shall cover (i) key management personnel including the Directors and senior management and (ii) employees of the Group.

(3) Administration

The Scheme shall be subject to administration of the Board and the Trustee in accordance with the Scheme Rules and the Trust Deed. The Board may act through the authorised representatives to give instructions or notices to the Trustee on matters in connection with the operation and administration of the Scheme and the Trust. The Trustee shall hold the Shares and the income derived therefrom in accordance with the Scheme Rules and the terms of the Trust Deed.

(4) Scheme Limit

The Board shall not make any further award of Awarded Shares which will result in the total nominal value of the aggregate of:

- (i) Shares awarded by the Board under the Scheme; and
- (ii) Shares which may be issued upon exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company,

exceeding 10% of the issued share capital of the Company from time to time. For the avoidance of doubt, the options or Awards lapsed in accordance with the terms of the Share Option Scheme and the Scheme and any other share option schemes of the Company (as the case may be) will not be counted for the purpose of calculating the limit of the Scheme.

The maximum number of shares which may be awarded to a Selected Participant under the Scheme in any 12-month period shall not exceed 1% of the number of issued share capital of the Company in issue.

(5) Operation of the Scheme

The Board may, from time to time, at its absolute discretion select any Eligible Person (other than any Excluded Person) for participation in the Scheme, and grant such number of Awarded Shares to any Selected Participant and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

The Board may from time to time cause to be paid a Contributed Amount to the Trust by way of settlement or otherwise contributed by the Group which shall constitute part of the Trust Fund, for the purchase or subscription of Shares and other purposes set out in the Scheme Rules and the Trust Deed. The Trustee shall keep the Board informed from time to time of the number of Shares purchased and the price at which those Shares have been purchased. The Shares so purchased and any balance of the funds after completion of the purchase shall form part of the Trust Fund.

(6) Vesting of Awarded Shares

Subject to terms and conditions of the Scheme and the fulfilment (or waiver) of all vesting conditions to the vesting of the Awarded Shares on such Selected Participant, the respective Awarded Shares held by the Trustee on behalf of the Selected Participant shall vest in such Selected Participant.

If notice is duly given by Shareholders to convene a Shareholders' meeting for the purpose of considering a resolution for the voluntary winding-up of the Company (other than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company) or an order of winding up of the Company is made, the Board shall determine at its discretion whether the Awarded Shares shall vest in Selected Participant and the time at which such Awarded Shares shall vest.

(7) Lapse of Award

In the event that prior to or on the Vesting Date, a Selected Participant is found to be an Excluded Person or is deemed to cease to be an Eligible Person pursuant to the Scheme Rules, the relevant Award made to such Selected Participant shall automatically lapse forthwith.

(8) Restriction

No Award shall be made by the Board and no instructions to acquire any Shares shall be given to the Trustee under the Scheme where dealings in Shares are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

(9) Voting Rights

The Trustee shall not exercise the voting rights in respect of any Shares held under the Trust including but not limited to the Awarded Shares.

(10) Duration and Termination

Subject to any early termination as may be determined by the Board pursuant to the Trust Deed, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date.

Upon termination of the Share Award Scheme, no further grant of Awarded Shares may be made under the Scheme and all the Awarded Shares of the Selected Participants granted under the Scheme shall continue to be held by the Trustee and become vested in the Selected Participants according to the conditions of the Award. Upon expiration of the Trust Period, all Shares (except for any Awarded Shares subject to vesting on the Selected Participants) remaining in the Trust Fund shall be sold by the Trustee and all net proceeds (after deducting the relevant expenses) will be remitted to the Company forthwith. For the avoidance of doubt, the Trustee may not transfer any Shares to the Company nor may the Company otherwise hold any Shares whatsoever.

LISTING RULES IMPLICATIONS

Given that the Scheme does not involve the grant of options over any new Shares of the Company, it does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is not required to comply with the rules thereunder. No Shareholders' approval is required to adopt the Scheme. In case of any proposed issue and allotment of new Shares by the Company for the purpose of the Scheme, any such issue and allotment will be conducted in accordance with the Company's articles of association and the applicable laws and regulations including the Listing Rules.

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Adoption Date”	7 June 2017, being the date on which the Trust Deed was executed for the establishment of the Scheme;
“Award”	an award of the Awarded Shares by the Board to a Selected Participant pursuant to the Scheme;
“Awarded Share(s)”	in respect of a Selected Participant, such number of Shares as awarded by the Board;
“Board”	the board of directors of the Company and for the purpose of the Scheme, it shall include a duly authorised committee or sub-committee or person(s) delegated by the Board to administer the Scheme from time to time;
“Company”	Wisdom Education International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 6068);
“Contributed Amount”	cash paid or made available to the Trust by way of settlement or otherwise contributed by the Group as permitted under the Scheme to the Trust as determined by the Board from time to time;

“Directors”	directors of the Company;
“Eligible Person(s)”	at any time during the Trust Period, any of the (i) key management personnel including Directors and senior management of the Group; and (ii) employee of any member of the Group;
“Excluded Person(s)”	any Eligible Person who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to excluded such Eligible Person;
“Group”	the Company and its Subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Residual Cash”	cash in the Trust Fund which has not been applied in the acquisition of any Shares;
“Scheme”	the share award scheme of the Company adopted by the Board with effect from 7 June 2017, as amended from time to time;
“Scheme Rules”	the rules relating to the Scheme, as amended from time to time;
“Selected Participants”	Eligible Person(s) selected by the Board for participation in the Scheme and who has been granted an Award pursuant to the Scheme;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 3 January 2017;
“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning given under section 15 of the Companies Ordinance) (Chapter 622 of the laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere;
“Trust”	the trust constituted by the Trust Deed;
“Trust Deed”	the trust deed made and entered into between the Company and the Trustee (as restated, supplemented and amended from time to time);

“Trust Fund”	<p>the funds and properties held under the Trust and managed by the Trustee for the benefit of the Employees (other than the Excluded Persons), including without limitation:</p> <p>(a) all Shares acquired by the Trustee for the purpose of the Trust out of the Residual Cash and such other scrip income (including but not limited to bonus Shares and scrip dividends declared by the Company) derived from the Shares held upon the Trust;</p> <p>(b) any Residual Cash;</p> <p>(c) any Awarded Shares or other property to be vested or not vested with the Selected Participant under the terms of the Scheme; and</p> <p>(d) all other properties from time to time representing (a), (b) and (c) above;</p>
“Trustee”	<p>TMF Trust (HK) Limited, and any additional or replacement trustees, being the trustee or trustees for the time being of the trusts declared in the Trust Deed; and</p>
“Vesting Date”	<p>in respect of a Selected Participant, the date on which his/her entitlement to the Awarded Shares is vest in such Selected Participant in accordance with the Scheme.</p>

By order of the Board
Wisdom Education International Holdings Company Limited
Liu Xuebin
Chairman

Dongguan, China, 7 June 2017

As at the date of this announcement, the executive Directors of the Company are Mr. Liu Xuebin, Ms. Li Suwen, Mr. Li Jiuchang and Mr. Ng Cheuk Him; and the independent non-executive Directors of the Company are Mr. Sun Kai Lit Cliff, Mr. Tam King Ching Kenny and Mr. Yau Sze Ka.