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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)

**CONTINUING CONNECTED TRANSACTIONS IN RESPECT OF THE  
YUNFU HIGH SCHOOL MANAGEMENT SERVICES**

**YUNFU HIGH SCHOOL MANAGEMENT SERVICES AGREEMENT**

On 1 October 2025, Dongguan Ruixing (a wholly-owned subsidiary of the Company) entered into the Yunfu High School Management Services Agreement with Yunfu Guangming School, pursuant to which Dongguan Ruixing agreed to provide Yunfu High School Management Services to Yunfu High School for an initial term from 1 October 2025 and ending on 31 August 2028 (both days inclusive), which may be extended as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.

**LISTING RULES IMPLICATIONS**

Guangdong Guangzheng is a company beneficially owned as to approximately 98.8% by Ms. Li, an executive Director, the chairperson of the Board and a controlling shareholder of the Company, and approximately 1.2% by Mr. Liu, an associate of Mr. Liu Xuebin, an executive Director and a controlling shareholder of the Company. Yunfu Guangming School is a school operated by Yunfu Guangzheng and Yunfu Guangzheng is a subsidiary beneficially owned as to 75% by Guangdong Guangzheng. Accordingly, Guangdong Guangzheng, Yunfu Guangzheng and Yunfu Guangming School are associates of Ms. Li and thus connected persons of the Company.

As one or more applicable percentage ratios under the Listing Rules in respect of the highest proposed annual cap under the Yunfu High School Management Services Agreement exceed 0.1% but all of them are less than 5%, the entering into of the Yunfu High School Management Services Agreement and the transactions contemplated thereunder are subject to the reporting, annual review and announcement requirements but are exempted from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board has appointed South China Capital as the Independent Financial Adviser to advise on the reasons of whether the entering into of the Yunfu High School Management Services Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, is in the interests of the Company and the Shareholders as a whole, and the terms of the Yunfu High School Management Services Agreement (including the proposed annual caps) are fair and reasonable in this regard.

## **INTRODUCTION**

On 1 October 2025, Dongguan Ruixing (a wholly owned subsidiary of the Company) entered into the Yunfu High School Management Services Agreement with Yunfu Guangming School, pursuant to which Dongguan Ruixing agreed to provide Yunfu High School Management Services to Yunfu High School for an initial term from 1 October 2025 and ending on 31 August 2028 (both days inclusive), which may be extended as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.

## **YUNFU HIGH SCHOOL MANAGEMENT SERVICES AGREEMENT**

### **Principal terms**

The principal terms of the Yunfu High School Management Services Agreement are set out as follows:

Date	:	1 October 2025
Parties	:	(1) Dongguan Ruixing (a wholly-owned subsidiary of the Company); and (2) Yunfu Guangming School.
Term	:	From 1 October 2025 to 31 August 2028, which may be extended as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.
Scope of service	:	Dongguan Ruixing will provide comprehensive management consultancy services to Yunfu Guangming School, including but not limited to:  1. management consulting on educational strategic planning, organizational structure, daily operations, teaching management, human resources, financial management and information system construction;

2. training and guidance for staff, including leadership development, team building, communication skills and information system training;
3. project support for specific management projects such as process optimization and management information system implementation; and
4. regular onsite services and remote support via phone, email or instant messaging.

Service fees and payment terms : In consideration of the Yunfu High School Management Services provided by Dongguan Ruixing, Yunfu Guangming School agrees to pay service fees calculated as follows to Dongguan Ruixing on a bi-annual basis:

1. the service fee for the six-month period (or a five-month period of 1 October 2025 to 28 February 2026) will be calculated as 20% of the revenue of Yunfu High School for the corresponding period;
2. in March and September of each of the financial years, the revenue of Yunfu High School for the immediately preceding six-month period (or a five-month period for the period of 1 October 2025 to 28 February 2026) will be reviewed and the service fee amount for the same period will be determined accordingly. The service fee for each of the corresponding period shall be paid within 60 days upon its determination;
3. to ensure the financial health and sustainable development of Yunfu High School, the service fees payable for the Yunfu High School Management Services are intended to reflect the shared growth between Dongguan Ruixing and Yunfu High School. It will only be charged when the Yunfu High School demonstrates a sound and sustainable financial condition, specifically when the revenue for the period sufficiently covers all educational activities and infrastructure investments, with a remaining surplus; and
4. the total amount payable for each financial year will be subject to the relevant annual cap as described below.

Pricing basis : The fees payable for the Yunfu High School Management Services are determined after arm's length negotiations between both parties having considered the following factors:

1. the historical operating and financial performance of Yunfu High School for the two years ended 31 December 2024; and
2. the expected operating and financial performance of Yunfu High School for the three years ending 31 August 2028.

The transactions contemplated under the Yunfu High School Management Services Agreement are on normal commercial terms or better and in accordance with terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Proposed annual caps**

The Directors propose to set annual caps for the service fee payable by Yunfu Guangming School to the Group for the provision of Yunfu High School Management Services under the Yunfu High School Management Services Agreement as follows:

	<b>For the year ending 31 August 2026 <i>RMB'000</i></b>	<b>For the year ending 31 August 2027 <i>RMB'000</i></b>	<b>For the year ending 31 August 2028 <i>RMB'000</i></b>
Proposed annual caps	8,000	8,000	8,000

In determining the above proposed annual caps, the Directors have considered (i) the historical operating and financial performance of Yunfu High School for the two years ended 31 December 2024; (ii) the expected operating and financial performance of the Yunfu High School for the three years ending 31 August 2028; and (iii) a buffer of approximately 5% to cater for any increases in the revenue of Yunfu High School.

### **INFORMATION ABOUT THE PARTIES**

The Company is an investment holding company incorporated in the Cayman Islands with limited liability.

The Group is principally engaged in the provision of ancillary services to students of primary, middle and high schools, and other customers in the PRC.

Dongguan Ruixing is a wholly owned subsidiary of the Company established in the PRC and is principally engaged in information technology outsourcing and educational consultancy services.

Yunfu High School is the high school division of Yunfu Guangming School. Yunfu Guangming School is a school located in Yunfu, Guangdong Province of the PRC comprising, among other things, primary, middle and high school divisions and operated by Yunfu Guangzheng. Yunfu Guangzheng is a subsidiary beneficially owned as to 75% by Guangdong Guangzheng and owned as to 25% by Mr. Xie Runjiong (謝潤炯), an Independent Third Party. Guangdong Guangzheng is a company beneficially owned as to approximately 98.8% by Ms. Li and approximately 1.2% by Mr. Liu. Through the Affected Entities, Guangdong Guangzheng is principally engaged in the provision of premium primary and secondary education in the PRC. Guangdong Guangzheng is also engaged in development and investment activities, domestic trade and investment in the education sector.

## **REASONS AND BENEFITS OF ENTERING INTO THE YUNFU HIGH SCHOOL MANAGEMENT SERVICES AGREEMENT**

### **Background**

As disclosed in the section headed “Contractual Arrangements” in the Prospectus, due to regulatory restrictions on foreign ownership in the schools in the PRC, the Group previously operated primary, middle and high schools in China through the Affected Entities. The Group did not hold any equity interest in the Affected Entities. Through a series of previous contractual arrangements (the “**Previous Contractual Arrangements**”) entered into between, among other entities, Dongguan Ruixing, the Affected Entities and shareholders of the Affected Entities, the Group effectively controlled these Affected Entities and were able to derive substantially all of their economic benefits prior to 1 September 2021, being the effective date of the Implementation Regulations of the PRC on the Law Regarding the Promotion of Private Education (the “**Implementation Regulations**”).

Prior to the effective date of the Implementation Regulations, the transactions contemplated under the Previous Contractual Arrangements and any new transactions, contracts and agreements or renewal of existing transactions, contracts and agreements to be entered into, among others, by any of the Affected Entities and any member of the Group technically constitute continuing connected transactions under Chapter 14A of the Listing Rules. In view of the Previous Contractual Arrangements, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with certain requirements set out under Chapter 14A of the Listing Rules, including, among others, the announcement and independent Shareholders’ approval requirements, details of which are set out in the section headed “Contractual Arrangements” in the Prospectus.

Among other things, the Implementation Regulations prohibit social organisations and individuals from controlling a private school that provides compulsory education by means of merger, acquisition, contractual arrangements and a private school providing compulsory education is prohibited from conducting transactions with its related parties. Compulsory education in this context means the nine years of curriculum education mandated by the PRC, consisting of six years of primary education and three years of middle school education (“**PRC Compulsory Education**”).

As disclosed in the Company's annual report for the financial year ended 31 August 2021, Guangdong Guangzheng and its subsidiaries had been deconsolidated from the Group as of 31 August 2021 following the issuance of the Implementation Regulations. As of 1 September 2021, the effective date of the Implementation Regulations, the Group has ceased to control the Affected Entities through the Previous Contractual Arrangements, which means that Dongguan Ruixing or any other subsidiaries in which the Company has equity shareholding has since then (i) no longer enjoyed the rights to make changes to the school principals, financial controllers or other senior managers of the schools; and (ii) ceased to receive any economic benefits from the schools of the Affected Entities through the Previous Contractual Arrangements.

For further information in relation to the impact of the Implementation Regulations on the Group and the deconsolidation of the net assets of the Affected Entities from the consolidated financial statements of the Group, please refer to the Company's annual report for the financial year ended 31 August 2021.

### **Yunfu High School Management Services**

Yunfu Guangming School is a not-for-profit private school that provides six years of primary school, three years of middle school and three years of high school education. The primary and middle school divisions of Yunfu Guangming School belong to PRC Compulsory Education, while the high school division (i.e. Yunfu High School) is not covered by PRC Compulsory Education. As advised by the Company's PRC legal advisers, while the same private school operating license and registration certificate for private non-enterprise entities apply to the different education divisions of Yunfu Guangming School (including Yunfu High School), the regulatory rules and regulations applicable for the high school education offered by Yunfu High School are different from those for PRC Compulsory Education as high school education is not compulsory.

As advised by the Company's PRC legal advisers, Beijing Hongfan Law Firm, although the same private school operating license and registration certificate for private non-enterprise entities applies to the different education divisions of Yunfu Guangming School (including Yunfu High School), on the basis that Yunfu High School only operates as the high school division of Yunfu Guangming School which does not offer PRC Compulsory Education, in respect of Yunfu High School (being the high school division of the Yunfu Guangming School) (i) enjoys the full rights of possession, use, benefit and disposal of its own property without being subject to rules and regulations for supervision and management of state-owned assets since the assets of the school have been derived entirely from private donations; (ii) can conduct transactions with its related parties as long as the transaction fulfils open, fair and reasonable conditions and are in the interests of the teachers and students; and (iii) is distinguished from the substantially different level of education supervision it is subject to as compared to those offering PRC Compulsory Education in terms of tuition fees, financial supervision, internal governance, enrolment methods, teaching content etc., and therefore has the right to choose how the Yunfu High School is managed; accordingly, entering into of the Yunfu High School Management Services Agreement and the transactions contemplated thereunder shall not be prohibited by the Implementation Regulations and other applicable PRC laws and regulations.



For the avoidance of doubt, the Company will not obtain control or hold any direct or indirect equity interest in Guangdong Guangzheng, Yunfu Guangzheng or Yunfu Guangming School (including Yunfu High School) and will not consolidate the financial results of any of Guangdong Guangzheng, Yunfu Guangzheng and Yunfu Guangming School (including Yunfu High School) into those of the Group by virtue of entering into the Yunfu High School Management Services Agreement and providing the Yunfu High School Management Services.

Historically, the Group controlled and operated the Yunfu Guangming School (including the Yunfu High School) through the Affected Entities prior to 1 September 2021, being the effective date of the Implementation Regulations. Our Directors are of the view that the provision of the Yunfu High School Management Services would be mutually beneficial to the Group and Yunfu High School. The Group has a deep familiarity with Yunfu High School's operations, culture and challenges and also has a proven track record of delivering high-quality education and academic outcomes in its operations of PRC private schools. By providing the Yunfu High School Management Services, the Group would be able to maintain its presence in the PRC education sector, while generating stable and recurring income from the management fees payable by Yunfu Guangming School, which would support the growth and development of the parties and enhancing the quality of education for students of Yunfu High School.

As advised by the Company's PRC legal advisers, the Yunfu High School Management Services Agreement and the transactions contemplated thereunder does not contravene applicable PRC laws and regulations, administrative regulations or departmental rules, nor there are any relevant laws, administrative regulations or departmental rules imposing prohibitions or restrictions on relevant transactions.

### **Opinion from the Independent Financial Adviser**

The Board has appointed South China Capital as the Independent Financial Adviser to advise on the reasons of whether entering into of the Yunfu High School Management Services Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, is in the interests of the Company and the Shareholders as a whole, and the terms of the Yunfu High School Management Services Agreement (including the proposed annual caps) are fair and reasonable in this regard.

The Independent Financial Adviser has, on best-effort basis, conducted independent research via publicly available sources to determine whether there are general industry practices for setting or determining annual service fees for high school management services in the PRC that are comparable to the Yunfu High School Management Services. However, no such public information was found for reference or comparison purposes.

As an alternative due diligence measure, the Independent Financial Adviser has reviewed the historical financial statements of Yunfu Guangming School and discussed with the management of the Group (the “**Management**”) the forecasted operating and financial performance of Yunfu Guangming School for the three years ending 31 August 2028. Having taken these into account, the Management believes that the proposed annual caps for the service fees in the amount of RMB8 million for each of the three years ending 31 August 2028 to be stable and affordable. Under the proposed arrangement, the annual service fee payable by Yunfu Guangming School thereunder will be determined based on 20% of the revenue of the Yunfu High School. The anticipated annual service fees receivable from Yunfu Guangming School is expected to sufficiently cover the estimated costs to be incurred by Dongguan Ruixing in providing the Yunfu High School Management Services, thereby ensuring profitability for the Group and providing a stable cash inflow and income stream. Meanwhile, the service fees receivables from the Yunfu Guangming School shall be charged when the Yunfu High School demonstrates a sound and sustainable financial condition.

To assess the fairness and reasonableness of the proposed annual caps, the Independent Financial Adviser has obtained and reviewed the management accounts of Yunfu High School for the two years ended 31 December 2024. Based on their review and analysis with reference to the revenue of Yunfu High School in 2023, it is estimated that the service fee for 2023 would amount to approximately RMB7.6 million, assuming a rate of 20% of revenue. In addition, the Independent Financial Adviser noted that the buffer of approximately 5% has been applied which allows the Group to have greater flexibility to cater for the service fees in a conservative approach. The Independent Financial Adviser considers that the buffer to be justifiable, prudent, fair and reasonable. As such, the Independent Financial Adviser considers that the proposed annual caps of RMB8 million for the three years ending 31 August 2028 are justifiable, fair and reasonable.

In respect of the payment terms under the Yunfu High School Management Services Agreement, (i) the Independent Financial Adviser has compared the credit period for the provision of the Yunfu High School Management Services against the credit periods granted by the Group to its Independent Third Party customers for other services and noted that the credit period provided to Yunfu High School is similar; and (ii) according to the interim report of the Company for the six months ended 28 February 2025, the aging analyses for the Group’s trade receivables within six months were approximately 55% and 96% as at 28 February 2025 and 31 August 2024, respectively. Accordingly, the Independent Financial Adviser was of the view that the credit period granted to Yunfu High School for the Yunfu High School Management Services is not more favourable than that granted to the Independent Third Party customers of the Group for other services.

Based on the above, the Independent Financial Adviser considers that the management arrangement under the Yunfu High School Management Services Agreement (including the proposed annual caps) will be conducted in the ordinary and usual course of business of the Group, is fair and reasonable, and is in the interests of the Company and the Shareholders as a whole. The terms of the Yunfu High School Management Services Agreement are on normal commercial terms or even better, and are therefore mutually beneficial to both parties.



In light of the factors mentioned above, the Directors (including the independent non-executive Directors) are of the view that the Yunfu High School Management Services Agreement is entered into on normal commercial terms and in the ordinary and usual course of business of the Group, is in the interests of the Company and the Shareholders as a whole, and the terms of the Yunfu High School Management Services Agreement (including the proposed annual caps) are fair and reasonable.

## **LISTING RULES IMPLICATIONS**

Guangdong Guangzheng is a company beneficially owned as to approximately 98.8% by Ms. Li, an executive Director, the chairperson of the Board and a controlling shareholder of the Company, and approximately 1.2% by Mr. Liu, an associate of Mr. Liu Xuebin, an executive Director and a controlling shareholder of the Company. Yunfu Guangzheng is directly owned as to 75% by Guangdong Guangzheng and 25% by Mr. Xie Runjiong (謝潤炯), an Independent Third Party, and operates the Yunfu Guangming School. As thus, Guangdong Guangzheng, Yunfu Guangzheng and Yunfu Guangming School are associates of Ms. Li and thus connected persons of the Company for the purpose of the Listing Rules. As the transactions contemplated under the Yunfu High School Management Services Agreement involves transactions between the Group and Yunfu Guangming School which will occur on a recurring basis over a period of time, such transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more applicable percentage ratios under the Listing Rules in respect of the highest proposed annual cap under the Yunfu High School Management Services Agreement exceed 0.1% but are all of them are less than 5%, entering into of the Yunfu High School Management Services Agreement and the transactions contemplated thereunder are subject to the reporting, annual review and announcement requirements but are exempted from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Guangdong Guangzheng is owned as to approximately 98.8% by Ms. Li and approximately 1.2% by Mr. Liu while Mr. Li Jiuchang serves as Guangdong Guangzheng's legal representative, Ms. Li, Mr. Liu Xuebin and Mr. Li Jiuchang abstained from voting on the resolution(s) of the Directors approving the Yunfu High School Management Services Agreement and the transactions contemplated thereunder. Other than Ms. Li, Mr. Liu Xuebin and Mr. Li Jiuchang, no Director is materially interested in the transactions contemplated under the Yunfu High School Management Services Agreement and accordingly, save as disclosed above, no Director is required to abstain from voting on the resolution(s) of the Directors to approve the Yunfu High School Management Services Agreement and the transactions contemplated thereunder.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Affected Entities”	Guangdong Guangzheng and its subsidiaries from time to time, which, at the time of this announcement, include Yunfu Guangzheng
“associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“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 Main Board of the Stock Exchange (stock code: 6068)
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dongguan Ruixing”	Dongguan Ruixing Business Services Co., Ltd.* (東莞瑞興商務服務有限公司), a company with limited liability established in the PRC and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Guangdong Guangzheng”	Guangdong Guangzheng Educational Group Co., Ltd.* (廣東光正教育集團有限公司), a company with limited liability established in the PRC and beneficially owned as to approximately 98.8% by Ms. Li and approximately 1.2% by Mr. Liu
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independence Financial Adviser” or “South China Capital”	South China Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to the Company in respect of the Yunfu High School Management Services Agreement and the transactions contemplated thereunder (including the proposed annual caps)

“Independent Third Party(ies)”	independent third parties who are not connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Liu”	Mr. Mr. Liu Shoupeng (劉壽彭), the father of Mr. Liu Xuebin (劉學斌), an executive Director and a controlling shareholder of the Company
“Ms. Li”	Ms. Li Suwen (李素文), chairperson of the Board and an executive Director and a controlling shareholder of the Company
“percentage ratio(s)”	has the meaning as ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China which, for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus of the Company dated 16 January 2017
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Yunfu Guangming School”	Yunfu Guangming Foreign Language School (雲浮市光明外國語學校), a school operated by Yunfu Guangzheng in Yunfu, Guangdong Province of the PRC
“Yunfu Guangzheng”	Yunfu Guangzheng Investment Co., Ltd.* (雲浮市光正投資有限公司), a company with limited liability established in the PRC and owned as to 25% by Mr. Xie Runjiong (謝潤炯), an Independent Third Party, and 75% by Guangdong Guangzheng as a direct non-wholly owned subsidiary
“Yunfu High School”	the high school division of the Yunfu Guangming School
“Yunfu High School Management Services”	the management services contemplated under the Yunfu High School Management Services Agreement and as set out under “Yunfu High School Management Services Agreement – Scope of Service” in this announcement

“Yunfu High School  
Management Services  
Agreement”

the management services agreement dated 1 October 2025 entered into between Dongguan Ruixing and Yunfu Guangming School in relation to the provision of Yunfu High School Management Services by Dongguan Ruixing to Yunfu High School for an initial term from 1 October 2025 to 31 August 2028 (both days inclusive), which may be extended as the parties may mutually agree, subject to the compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations

“%”

per cent.

By order of the Board  
**Wisdom Education International Holdings Company Limited**  
**Li Suwen**  
*Chairperson*

Dongguan, Guangdong Province, China  
1 October 2025

*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. Poon Ha Fung and Mr. Huang Weigao.*

\* *For identification purposes only*