



# 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)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
--	--

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 6 FEBRUARY 2023

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
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 <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “Annual General Meeting”) of the Company for the year ended 31 August 2022 to be held at Theatre A, The Hong Kong General Chamber of Commerce, 22/F United Centre, Admiralty, Hong Kong on Monday, 6 February 2023 at 10:00 am (and at any adjournment thereof).

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and independent auditor for the year ended 31 August 2022.		
2(a).	To re-elect Prof. Sun Kai Lit Cliff as independent non-executive director.		
2(b).	To re-elect Mr. Huang Weiguo as independent non-executive director.		
2(c).	To authorize the board of directors of the Company to fix the directors’ remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the board of directors of the Company to fix its remuneration.		
4.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of total number of issued shares in the share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the aggregate number of the shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve the proposed amendments (the “Proposed Amendments”) to the existing amended and restated articles of association of the Company (the “Existing Articles of Association”) and to adopt the second amended and restated articles of association of the Company, which contain all the Proposed Amendments in substitution for and to the exclusion of the Existing Articles of Association of the Company.		

Date: \_\_\_\_\_

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**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 Annual General Meeting 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 Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
- 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 share registrar in Hong Kong, 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 Annual General Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.