

IMPORTANT

If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

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)

[REDACTED]

Number of [REDACTED] : [REDACTED] Shares (subject to the [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to adjustment)
Number of [REDACTED] : [REDACTED] Shares (subject to adjustment and the [REDACTED])
Maximum [REDACTED] : [REDACTED]
Nominal value : HK\$0.01 per Share
Stock code : [REDACTED]

Sole Sponsor



BNP PARIBAS

[REDACTED]

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

A copy of this document, having attached thereto the documents specified in the paragraph headed “Documents Delivered to the Registrar of Companies” in Appendix VI to this document, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any other document referred to above.

The [REDACTED] is expected to be fixed by agreement between the [REDACTED] (on behalf of [REDACTED]) and us on [REDACTED]. The [REDACTED] is expected to be on or around [REDACTED] and, in any event, not later than [REDACTED]. The [REDACTED] will not be more than [REDACTED] and is currently expected to be not less than [REDACTED]. Investors applying for the [REDACTED] must pay, on application, the maximum [REDACTED] of [REDACTED] for each Share together [REDACTED].

The [REDACTED] (on behalf of [REDACTED]) with the consent of our Company, may reduce the indicative [REDACTED] below that stated in this document (which is [REDACTED] to [REDACTED] per [REDACTED]) at any time prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the indicative [REDACTED] will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the [REDACTED]. Such notice will also be available at the website of the Stock Exchange at www.hkexnews.hk and our website at www.wisdomeducationintl.com. Further details are set out in the sections headed “[REDACTED]” and “[REDACTED]” in this document. If, for any reason, the [REDACTED] (on behalf of [REDACTED]) and we are unable to reach an agreement on the [REDACTED] by [REDACTED], the [REDACTED] will not become unconditional and will lapse immediately.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this document, including the risk factors set out in the section headed “Risk Factors” in this document. The obligations of the [REDACTED] under the [REDACTED] to subscribe for, and to procure subscribers for, the [REDACTED], are subject to termination by the [REDACTED] (on behalf of [REDACTED]) if certain events shall occur prior to 8:00 a.m. on [REDACTED]. Such grounds are set out in the section headed “[REDACTED]” in this document. It is important that you refer to that section for further details.

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S). The [REDACTED] are being offered and sold outside the United States in offshore transactions in accordance with Regulation S.

[REDACTED]