

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 16 January 2017 (the “**Prospectus**”) issued by Wisdom Education International Holdings Company Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an invitation or an offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement is not an offer to sell, or a solicitation of an offer to buy or subscribe for any securities of the Company (the “**Shares**”) in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any state securities laws of the United States, and may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of an offering memorandum that may be obtained from the issuer and that will contain detailed information about the Company and management, as well as financial statements. The Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the Securities Act.

In connection with the Global Offering, BNP Paribas (the “**Stabilising Manager**”), its affiliates or any person acting for it, as stabilising manager, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allocate or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be done at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be affected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). The details of the intended stabilisation and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure of the Global Offering” in the Prospectus.

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilisation period which will begin on the Listing Date and is expected to expire on the 30th day after the last date for lodging of applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.

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)

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Sponsor (after consultation with the Joint Global Coordinators to the extent practicable) on behalf of the International Underwriters, on 17 February 2017 in respect of an aggregate of 37,154,000 Shares (the “**Over-allotment Shares**”), representing approximately 7.43% of the total number of the Offer Shares initially available under the Global Offering to cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$1.70 per Share (plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

Further announcement will be made by the Company after the end of the stabilization period.

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Sponsor (after consultation with the Joint Global Coordinators to the extent practicable) on behalf of the International Underwriters, on 17 February 2017 in respect of an aggregate of 37,154,000 Shares, representing approximately 7.43% of the total number of the Offer Shares initially available under the Global Offering to cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$1.70 per Share (plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return of 37,154,000 Shares of the 75,000,000 Shares borrowed by the Stabilising Manager from Bright Education Holdings, which were used to cover over-allocations in the International Offering.

Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 22 February 2017.

The shareholding structure of the Company immediately before and immediately after the completion of the issue and allotment by the Company of the Over-allotment Shares is as follows:

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Bright Education Holdings ⁽¹⁾	930,000,000	46.50%	930,000,000	45.65%
Bright Education Investment ⁽²⁾	570,000,000	28.50%	570,000,000	27.98%
Public shareholders	500,000,000	25.00%	537,154,000	26.37%
Total	<u>2,000,000,000</u>	<u>100%</u>	<u>2,037,154,000</u>	<u>100%</u>

Notes:

- (1) Beneficially owned by Mr. Liu
- (2) Beneficially owned by Ms. Li

The additional net proceeds of approximately HK\$61 million from the issue of the Over-allotment Shares after deducting the underwriting commissions, transaction levy and trading fee relating to the exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

The Directors confirm that the Company continues to satisfy the minimum percentage of Shares in public hands as required under as Rule 8.08 of the Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

A further announcement will be made by the Company at the end of the stabilization period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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

Hong Kong, 17 February 2017

As of 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.