

Dear Shareholders,

I am Jun Huang ("I"), the Co-CEO of Visionary Holdings Inc. ("the Company" or "Visionary"). The Company is incorporated under the *Ontario Business Corporations Act, 1990* (R.S.O. 1990, c. B.16, the "OBCA").

Notice is hereby given that I have formally requested the convening of a special meeting of the shareholders of the Company pursuant to **Section 7.2** of *By-law No. 1* of the Company's articles. This Special Meeting is intended to address urgent matters related to the Company's compliance and governance.

## I. Legal Basis for the Meeting

The Company's *By-law No. 1* recognizes the right of the Co-CEO to initiate such meetings and stipulates that the Company is obliged to give proper notice in accordance with **Section 7.2** (Special Meetings), **Section 7.5** (Notice of Meetings), and **Section 10.3** (Notices Given to Predecessors). The meeting will be held at **10:00 a.m. Eastern Time, United States on July 24, 2025**.

For details of the specific meeting notice, please visit the following link to download and read the documents related to this meeting:

**<https://visionary.holdings/uncategorized/detailed-descriptions-of-proposals-for-visionary-holdings-special-shareholders-meeting-on-july-24-2025/493/.html>**

## II. Details of the Special Meeting

### 1. Proposals for the Meeting

- **Proposal 1**: Review the audit status for the 2024-2025 fiscal year and vote to select the auditing firm to be engaged for the audit report of the 2024-2025 fiscal year.
- **Proposal 2**: Amendment to the Articles of Association: To further strengthen the Company's governance and promote its global market development, particularly in the North American and Asian markets, resolve to amend the Articles of Association: change the maximum number of directors from 10 to 20, and increase the number of directors from 9 to 13, with the specific number to be determined by a special resolution of the shareholders.
- **Proposal 2**: Resolution on Relocating to the United States: To achieve the Company's strategic goals, obtain a more favorable economic environment, high-quality talent, and financial service resources, broaden capital market channels, and better comply with the supervision of the U.S. Securities and Exchange Commission (SEC) and Nasdaq, it is proposed to relocate the Company's registered location from Ontario, Canada, to the United States.
- **Proposal 3**: Amendment to the Articles of Association: To further safeguard the interests of the Company and its shareholders, add authorization conditions for the Board of Directors to issue Class A common shares, preferred shares, and Class C shares: The Board shall have the power to issue the Company's Class A common shares, preferred shares, and Class C shares only upon written approval by shareholders holding more than 50% of the

voting rights.

- Proposal 5: To transact such other business as may properly be brought before the Special Meeting or any adjournment thereof.

## 2. Record Date:

In accordance with **Section 108(2)** of the OBCA, the record date for determining the shareholders entitled to receive notice of and vote at this Special Meeting is the close of business on **May 7, 2025**.

## 3. Shareholdings and Voting Rights

- As of the record date, the Company has 5,607,348 issued and outstanding common shares, consisting of:

- 4,090,680 Class A common shares (each with 1 vote);

- 1,516,668 Class B common shares (each with 100 votes).

- Total voting rights calculation: Total voting rights = 4,090,680 + (1,516,668 × 100) = 155,757,480 voting units, of which Class A shares account for approximately 2.63% and Class B shares account for approximately 97.37%.

- Quorum: Pursuant to **Section 7.9** of the Articles of Association "*By-law No. 1*", the quorum for the meeting is a majority of the voting units represented in person or by proxy.

## 4. Voting Procedures and Proxy Voting:

Detailed rules, operating guidelines, and related materials regarding voting procedures and proxy voting will be separately notified to shareholders in strict accordance with the relevant provisions of the OBCA, SEC, and Nasdaq.

## III. Compliance Statement

### 1. Compliance with Canadian Law:

The convening, organization, and related processes of this Special Meeting strictly comply with the provisions of the OBCA and the Company's Articles of Association "*By-law No. 1*" to ensure legal and procedural compliance.

### 2. Compliance with U.S. Regulatory Requirements:

The Company has fully considered the compliance requirements of the SEC and Nasdaq. The meeting agenda is designed to address the current compliance challenges and enable the Company's operations to comply with U.S. securities regulatory rules as soon as possible. Subsequent links such as voting procedures and information disclosure will also be strictly implemented in accordance with the relevant provisions of the SEC and Nasdaq to ensure that the Company fully meets the compliance standards of the U.S. securities market in handling matters related to this Special Meeting.

Visionary Holdings Inc.

By: Jun Huang

Title: Co-CEO



June 25, 2025

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF VISIONARY HOLDINGS INC.

NOTICE IS HEREBY GIVEN that a special meeting (the "Meeting") of the holders of common shares (the "Shares") of Visionary Holdings Inc. (the "Company") will be held virtually via ZOOM on **July 24, 2025, at 10:00 a.m. Eastern Time, United States**.

Shareholders may attend the Meeting by accessing the video conference link:

**<https://us02web.zoom.us/j/8818699983?pwd=b2duzixKgYTnd3FEirL0TQbWdDM0h.1>**, using Meeting ID: **881 869 9983** and Password: **105095**, or by telephone at **+1-(905)-305-1881** (Canada).

At the Meeting, shareholders will be asked to consider and, if deemed appropriate, vote on the following special resolutions (each a "Proposal," collectively the "Proposals"):

Proposal 1: Review of the audit status for the 2024-2025 fiscal year and voting to select the auditing firm for the audit report of such fiscal year.

Proposal 2: Amendment to the Articles of Association: To further strengthen corporate governance and promote the Company's global market development, particularly in the North American and Asian markets, resolve to amend the Articles of Association: Increase the maximum number of directors from 10 to 20, and expand the number of directors from 9 to 13. The specific number of directors may be determined by shareholders through a special resolution.

Proposal 3: Resolution on Relocating to the United States: To achieve the Company's strategic goals, obtain a more favorable economic environment, high-quality talent, and financial service resources, broaden capital market channels, and better comply with the regulations of the U.S. Securities and Exchange Commission (SEC) and NASDAQ, resolve to relocate the Company's registered office from Ontario, Canada to the United States.

Proposal 4: Amendment to the Articles of Association: To further safeguard the interests of the Company and its shareholders, add authorization conditions for the Board of Directors to issue Class A common shares, preferred shares, and Class C shares: The Board of Directors shall have the power to issue the Company's Class A common shares, preferred shares, and Class C shares only upon written approval by shareholders holding more than 50% of the voting rights.

Proposal 5: To transact such other business as may properly be brought before the Special Meeting or any adjournment thereof.

The text of the proposed special resolutions for the Meeting is set out in the official website link attached to this Notice.

IMPORTANT NOTICE REGARDING DISSENT RIGHTS UNDER SECTION 185 OF THE ONTARIO BUSINESS CORPORATIONS ACT:

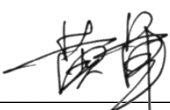
*The Business Corporations Act [R.S.O. 1990, c. B.16]* (the "OBCA") provides that holders of any class of Shares entitled to vote on a special resolution at the Meeting may dissent and be entitled to receive the fair value of their Shares under **Section 185** of the OBCA. For the specific content of the provision, please refer to the link: <https://www.ontario.ca/laws/statute/90b16?search=Business+corporations+act#BK177>.

Only holders of record of Shares at the close of business on **May 7, 2025** (the "Record Date") are entitled to receive notice of and vote at the Meeting and any adjournments thereof. A complete list of registered shareholders entitled to vote at the Meeting will be available for inspection at the Company's principal executive office for 10 days prior to the Meeting during normal business hours with respect to any matter relating to the Meeting.

For detailed descriptions of each proposal, please visit the following website on July 23, 2025: <https://visionary.holdings/uncategorized/detailed-descriptions-of-proposals-for-visionary-holdings-special-shareholders-meeting-on-july-24-2025/493/.html>. Please (i) vote online (Please mail to: [vote@visionary.holdings](mailto:vote@visionary.holdings)) or (ii) Date, sign, and submit the accompanying proxy card on-site. If you are a registered shareholder and later decide to attend the Meeting virtually, you may revoke your proxy card and vote online.

Dated at Toronto on June 25, 2025.

Visionary Holdings Inc.

By:  \_\_\_\_\_

Name: Jun Huang

Title: Co-CEO