

**Visionary Holdings Inc.**  
**Announces 2025 Annual Meeting of Shareholders**

**TORONTO, October 8, 2025 /PRNewswire - Visionary Holdings Inc. (“GV” or the “Company”)**, is pleased to announce it has mailed a Notice of Meeting and Management Information Circular to Shareholders of record as of September 12, 2025 in connection with the Annual Meeting of Shareholders of the Company to be held on Wednesday, October 29, 2025, at 10:00 a.m. (Eastern Time).

To the Shareholders of Visionary Holdings Inc.:

You are cordially invited to attend the 2025 Annual Meeting of Shareholders of Visionary Holdings Inc. (the “Company”) on **Wednesday, October 29, 2025** (the “Annual Meeting of Shareholders”), at the offices of the Company, located at **19 W 26th St, 5th Fl, New York, NY 10010, United States at 10:00 a.m., local time**. A Notice of the 2025 Annual Meeting of Shareholders, a Proxy Card and a Proxy Statement containing information about the matters to be voted upon at the Annual Meeting of Shareholders are enclosed.

All registered holders of our Class A and Class B common shares (collectively “Common Shares” or “Shares”) as of the close of business on **September 12, 2025** (the “Record Date”), will be entitled to vote at the Annual Meeting of Shareholders in accordance with the rights attached to each class of Common Share held.

The Company’s annual report on Form 20-F for the fiscal year ended March 31, 2025 (the “Annual Report”) will be filed with the Securities and Exchange Commission (“SEC”) and, upon written request to the Secretary of the Company, the Company will provide, without charge, to each person solicited, a copy of the Annual Report, including the financial statements and report of independent registered public accounting firm filed therewith. The Annual Report and other reports that we file with the SEC are also available to the public from the SEC’s website at <http://www.sec.gov>.

Whether or not you plan to attend the Annual Meeting of Shareholders, the Company requests that you please exercise your voting rights by completing and returning your Proxy Card promptly by email to [lowelltoronto@hotmail.com](mailto:lowelltoronto@hotmail.com). If you are a registered holder of Common Shares, by attending the Annual Meeting of Shareholders and voting in person, your Proxy Card will not be used.

We are providing the accompanying Proxy Statement and accompanying Proxy Card to our shareholders in connection with the solicitation of proxies to be voted at the Annual Meeting of Shareholders and at any adjournments of such meeting. Whether or not you plan to attend the Annual Meeting of Shareholders, we urge you to read the Proxy Statement and sign, date and return the Proxy Card.

On behalf of our Board of Directors, I thank you for your support.

Sincerely,

By: /s/ Xiyong Hou  
Name: Xiyong Hou  
Title: Chief Executive Officer

By: /s/ Jun Huang  
Name: Jun Huang  
Title: Co-Chief Executive Officer

**NOTICE OF ANNUAL MEETING  
OF SHAREHOLDERS FOR THE FISCAL YEAR ENDED MARCH 31, 2025  
VISIONARY HOLDINGS INC.**

To Be Held on October 29, 2025

Dear Shareholder:

NOTICE IS HEREBY GIVEN that the 2025 Annual Meeting of Shareholders of Visionary Holdings Inc. ("Visionary" or the "Company"), will be held on *October 29, 2025, at 10:00 a.m., local time*, at the offices of the Company, located at *19 W 26th St, 5th Fl, New York, NY 10010, United States*. This notice is provided in compliance with Section 7.5(a) of By-law No. 1 and the resolution of the Company's Board of Directors dated July 31, 2025, at least 21 days and not more than 50 days prior to the meeting date.

At the 2025 Annual Meeting of Shareholders, our shareholders will be asked to consider and vote upon:

Proposal No. 1. to elect nine (9) directors to our Board of Directors, each to serve until our next annual meeting of shareholders, or until their respective successor is duly elected and qualified;

Proposal No. 2. to ratify the appointment of Assentsure PAC as our registered public accounting firm for the year ended March 31, 2025;

Proposal No.3. transaction of such other business as may properly come before the meeting or any adjournment thereof.

Pursuant to Section 108(2) of the Ontario Business Corporations Act, only holders of Common Stock who are registered as shareholders at the close of business on September 12, 2025, are entitled to notice of the 2025 Annual Meeting of Shareholders and to vote at the meeting and any adjournments of the meeting. Shareholders unable to attend in person may participate via ZOOM using the following video conference link: <https://us02web.zoom.us/j/8818699983?pwd=b2duzilxKgYTnd3FEirL0TQbWdDM0h.1>, with Meeting ID: 881 869 9983 and Passcode: 105095. For inquiries, please call +1-484-253-8265 (USA).

The Ontario 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 this provision, please refer to the following link: <https://www.ontario.ca/laws/statute/90b16?search=Business+corporations+act#BK177>.

A complete list of our shareholders of record entitled to vote at the 2025 Annual Meeting of Shareholders will be available for ten (10) days before the meeting at our principal executive offices for inspection by shareholders during common business hours for any purpose germane to the meeting. Detailed information about this meeting, detailed descriptions of the above-mentioned proposals, and the text of the proposed special resolutions to be adopted can be downloaded and reviewed by visiting the following link on October 28, 2025: <https://visionary.holdings/ir/ams/detailed-descriptions-of-proposals-for-visionary-holdings-inc-annual-meeting-of-shareholders-on-october-29-2025/794/.html>

Each of these Proposals is more fully described in the accompanying Proxy Statement (Reference link: <https://visionary.holdings/ir/ams/detailed-descriptions-of-proposals-for-visionary-holdings-inc-annual-meeting-of-shareholders-on-october-29-2025/794/.html>). Please vote by: (1) Online voting (please send an email to: [lowelltoronto@hotmail.com](mailto:lowelltoronto@hotmail.com)); or (2) Dating, signing the accompanying proxy form, and

submitting it in person at the address: 19 West 26th Street, 5th Floor, New York, NY 10010, USA. If you are a registered shareholder and later decide to attend the meeting via online, you may revoke the previously submitted proxy form and vote online.

Dated at Toronto on October 8, 2025.

Sincerely,

By: /s/ Xiyong Hou

Name: Xiyong Hou

Title: Chief Executive Officer

By: /s/ Jun Huang

Name: Jun Huang

Title: Co-Chief Executive Officer

**Visionary Holdings Inc.**  
**445 Apple Creek Blvd, Unit 217**  
**Markham, Ontario, Canada, L3R 9X7 905-305-1881**

**PROXY STATEMENT**

**GENERAL INFORMATION**

This Proxy Statement and the accompanying Proxy Card are being mailed to the shareholders of Visionary Holdings Inc. (the “Company”) in connection with the solicitation of proxies by the Board of Directors (the “Board”) of the Company for the 2025 Annual Meeting of Shareholders of the Company (the “Annual Meeting of Shareholders”). The Company’s Annual Report on Form 20-F, for the fiscal year ended March 31, 2025, which is not part of this Proxy Statement, will be filed separately with the Securities and Exchange Commission.

**Voting By Registered Holders of Common Shares**

When your Proxy Card is returned properly executed, the Common Shares it represents will be voted in accordance with your specifications. You have three choices as to your vote on each of the items described in this Proxy Statement that are to be voted upon at the Annual Meeting of Shareholders. You may vote “**for**” or “**against**” each item or “**abstain**” from voting by marking the appropriate box.

If you sign and return your Proxy Card but do not specify any choices, you will thereby confer discretionary authority for your Common Shares to be voted as recommended by the Board. The Proxy Card also confers discretionary authority on the individuals named therein to vote on any variations to the proposed resolutions.

Whether or not you plan to attend the Annual Meeting of Shareholders, you can be assured that your Common Shares are voted by completing, signing, dating and returning the enclosed Proxy Card to the attention of the Mr. Xiyong Hou, CEO of the Company (address: 19 West 26th Street, 5th Floor, New York, NY 10010, USA; telephone: +1-484-253-8265), not less than forty-eight (48) hours before the time appointed for the Annual Meeting of Shareholders. You may revoke your Proxy Card at any time before it is exercised by giving written notice thereof to the Secretary of the Company at boardsecretary@visionary.holdings, by submitting a subsequently dated Proxy Card, by attending the Annual Meeting of Shareholders and withdrawing the Proxy Card, or by voting in person at the Annual Meeting of Shareholders.

Each holder of the Common Shares in the capital of the Company in issue, and recorded in the Register of Members of the Company at the close of business on September 12, 2025, is entitled to one vote on a show of hands and, on a poll, to one vote for each Common Share so held at the Annual Meeting of Shareholders. All such Common Shares entitled to vote at the Annual Meeting of Shareholders are referred to herein as “Record Shares.” The presence in person or by proxy of the holders of a majority of the Record Shares will constitute a quorum for the transaction of business at the Annual Meeting of Shareholders. Resolutions put to the vote at the Annual Meeting of Shareholders will be decided by a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chairman of the Annual Meeting of Shareholders or any holder of Record Shares present in person or by proxy. Every holder of a Record Share present in person or by proxy is entitled to one vote on a show of hands and, on a poll, to one vote for each Record Share held.

If two or more persons are jointly registered as holders of a Common Share then in voting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other holders of the Common Share and, for this purpose seniority, shall be determined by the order in which the names stand on the register of the Shareholders.

**Broker Non-Votes and Abstentions**

Under the rules of various national and regional securities exchanges, your broker, bank or other nominee cannot vote your shares with respect to non-discretionary matters unless you provide instructions on how to vote in accordance with the information and procedures provided to you by your broker, bank or other nominee. The proposals, except for the Re-appointment of Auditors Proposal, will be considered non-discretionary and therefore

your broker, bank or other nominee cannot vote your shares without your instruction. If you do not provide instructions with your proxy, your bank, broker or other nominee may deliver a Proxy Card expressly indicating that it is NOT voting your shares; this indication that a broker, bank or other nominee is not voting your shares is referred to as a “broker non-vote.” The Ratification of Auditors Proposal will be considered discretionary and therefore your broker, bank or other nominee may vote your shares without your instruction.

With respect to the meeting, abstentions and broker non-votes will be considered present for the purposes of establishing a quorum but will have no effect on any of the Proposals.

### Certain Filings With SEC

Our activities for the fiscal year ended March 31, 2025, will be included in our annual report on Form 20-F (the “Annual Report”), which the Company expects to file with the Securities and Exchange Commission (“SEC”). Upon written request to the Secretary of the Company, the Company will provide, without charge, to each person solicited, a copy of the Annual Report, including the financial statements and report of independent registered public accounting firm filed therewith. The Annual Report and other reports that we file with the SEC are also available to the public from the SEC’s website at <http://www.sec.gov>.

Upon request, we will, without charge, send you copies of our Annual Report that we have filed with the SEC. You may request copies of the Annual Report by addressing your request to Secretary, Visionary Holdings Inc., 445 Apple Creek Blvd, Unit 217, Markham, Ontario, Canada, L3R 9X7 905-305-1881.

### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of our Common Shares as of September 12, 2025 by (a) each shareholder who is known to us to own beneficially 5% or more of our outstanding ordinary shares; (b) all directors; (c) our executive officers and (d) all executive officers and directors as a group. Except as otherwise indicated, all shares are owned directly and the percentage shown is based on 5,724,840 Common Shares issued and outstanding (consisting of 4,208,172 Class A Common Shares and 1,516,668 Class B Common Shares). Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to, or the power to receive the economic benefit of ownership of, the securities. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included shares that the person has the right to acquire within sixty (60) days, including through the exercise of any option or other right or the conversion of any other security. However, these shares are not included in the computation of the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is 200 Town Centre Boulevard, Markham Ontario.

Name of Beneficial Owner	Shares Beneficially Owned	
	Number	Percent
<b>Officers and Directors:</b>		
Fan Zhou	-	-
Kealey Donald M	20,000	0.35%
William T Chai	40,000	0.70%
Simon Lung Lung Tang	20,000	0.35%
Zhong Chen	10,000	0.17%
Charles Yongjun Fu	45,238	0.79%
Jie Luo	-	-
Zongjiang He	-	-
Jun Huang	-	-
Xiyong Hou	-	-
Xiaolan Liu	-	-
All directors and executive officers as a group (eleven persons)	135,238	2.36%

**5% Stockholders:**

3888 Investment Group Limited <sup>(1)</sup>	1,516,668	26.49%
<b>5% Stockholders as a group (one persons):</b>	<b>1,516,668</b>	<b>26.49%</b>

<sup>(1)</sup> Wanhong Wu is the owner of 3888 Investment Group Limited, which is the registered holder of 1,516,668 Class B Common Shares. Therefore, Ms. Wu may be deemed the beneficial owner of the Class B Common Shares held by 3888 Investment Group Limited. Each Class B Common Share entitles the holder to 100 votes, accounting for approximately 97.30% of the total voting rights.

**Board of Directors**

The Board is responsible for establishing broad corporate policies and for overseeing the overall performance of the Company. The Board reviews significant developments affecting the Company and acts on other matters requiring its approval.

*Number and Terms of Directors.* The Company has nine (9) directors and each director is to serve until his or her successor is elected and qualified or until his or her death, resignation or removal.

*Arrangements.* We are not aware of any arrangement among shareholders regarding the nomination or approval of directors or senior management.

*Involvement in Certain Legal Proceedings.* During the past ten years, none of the Company's directors have been the subject of the following events:

1. Having been a petitioner or respondent in a bankruptcy petition filed under federal or state bankruptcy laws, or having been the subject of a court appointment of a receiver, fiscal agent, or similar officer for their business or property; if the person was a general partner of a partnership and the partnership filed for bankruptcy during or within two years before the period when the person was a general partner; or if the person was an executive officer of a corporation or business organization and the corporation or business organization filed for bankruptcy during or within two years before the period when the person was an executive officer; Having been convicted in a criminal proceeding or currently being charged in a pending criminal proceeding (other than traffic violations and other minor offenses);
2. Having been the subject of any order, judgment, or decree (not subsequently reversed, stayed, or vacated) by a court of competent jurisdiction that permanently or temporarily enjoins or restricts them from engaging in:
  - i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, other person regulated by the Commodity Futures Trading Commission, or an affiliate of any of the foregoing, or acting as an investment advisor, underwriter, securities broker or dealer, or an affiliate, director, or employee of any investment company, bank, savings and loan association, or insurance company, or engaging in any act or business related to the foregoing activities;
  - ii) Engaging in any type of business activity;
  - iii) Engaging in activities related to the purchase or sale of any security or commodity, or activities related to violations of federal or state securities laws or federal commodity laws;
3. Having been the subject of any order, judgment, or decree (not subsequently reversed, stayed, or vacated) by a federal or state regulatory authority that prohibits, suspends, or restricts them from engaging in any of the activities described in Section 3.i above for a period exceeding 60 days, or prohibits them from associating with persons engaged in such activities;
4. Having been found by a court of competent jurisdiction in a civil proceeding to have violated any federal or state securities laws, or found by the SEC to have violated any federal or state securities laws, and such civil judgment or SEC finding has not been subsequently reversed, stayed, or vacated;
5. Having been found by a court of competent jurisdiction in a civil proceeding to have violated any federal

commodity laws, or found by the Commodity Futures Trading Commission to have violated any federal commodity laws, and such civil judgment or Commodity Futures Trading Commission finding has not been subsequently reversed, stayed, or vacated;

6. Having been the subject of or a party to any federal or state judicial or administrative order, judgment, decree, or finding (not subsequently reversed, stayed, or vacated) involving allegations of violations of:

- i) Any federal or state securities or commodity laws or regulations;
- ii) Any laws or regulations governing financial institutions or insurance companies, including but not limited to temporary or permanent injunctions, restitution orders, civil penalty orders, or temporary or permanent cease-and-desist orders, removal orders, or prohibitions;
- iii) Any laws or regulations prohibiting mail fraud, wire fraud, or fraudulent acts related to any business entity;

7. Having been the subject of or a party to any sanction or order (not subsequently reversed, stayed, or vacated) by any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. § 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. § 1(a)(29))), or any equivalent exchange, association, entity, or organization with disciplinary authority over its members or persons associated with its members.

*Director Independence.* The Company has directors who qualify as “independent” according to the rules of the Nasdaq Stock Market, LLC. The Company’s Board has determined that the following directors are “independent” as such directors do not have a direct or indirect material relationship with the Company: Simon Lung Lung Tang, William T Chai, Jie Luo, Zhong Chen, Zongjiang He, Fan Zhou.

A material relationship is a relationship which could, in the view of the Company’s Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

*Board Committees.* The Company has established three (4) committees under the Board of Directors: an Audit Committee, a Compensation Committee, a Nominating Committee and a Investment Committee. Each committee is governed by a charter approved by the Board of Directors. In addition, the Company has an informal Strategic Advisory Board that will assist the board in setting strategies, achieving goals and analyzing opportunities.

*Audit Committee.* The committee consists of 3 directors, with Ms. Fan Zhou serving as the chairperson, and Mr. Jun Huang and Mr. Jie Luo as members. Two-thirds of the members meet the “independence” standards prescribed by NASDAQ Listing Rule 5605(a)(2) and Rule 10A-3 under the Exchange Act. One of the Company’s directors on the Audit Committee is an “audit committee financial expert” within the meaning of the SEC rules and possesses financial sophistication within the meaning of the Listing Rules of the Nasdaq Stock Market. The Audit Committee oversees the Company’s accounting and financial reporting processes and the audits of the financial statements of the Company. The Audit Committee is responsible for, among other things:

- Selecting independent registered public accounting firms, pre-approving the scope of their audit and non-audit services, and annually evaluating the quality and cost reasonableness of audit services;
- Communicating with independent auditors on audit issues and management’s responses, and pre-approving related-party transactions as defined in Item 404 of Regulation S-K;
- Reviewing the annual audited financial statements and interim financial reports, with a focus on changes in accounting policies, significant accounting estimates, and the reasonableness of going concern assumptions;
- Overseeing the operation of the internal audit system, coordinating the division of work between internal and external auditors, and ensuring sufficient allocation of internal audit resources and appropriate positioning;

- Reviewing the adequacy of the "Audit Committee Charter" annually, holding separate meetings with management and auditors on a regular basis, and submitting an annual performance report to the Board of Directors;
- Evaluating the effectiveness of the internal control system, tracking the implementation of measures to prevent and control major financial risks, and supervising the rectification and accountability for issues identified in audits;
- Performing other financial supervision responsibilities assigned by the Board of Directors.

**Compensation Committee.** The committee consists of 3 directors, with Mr. Kealey Donald M serving as the chairperson, and Mr. Simon Lung Lung Tang and Mr. William T Chai as members. Two-thirds of the members meet the "independence" standards prescribed by NASDAQ Listing Rule 5605(a)(2) and Rule 10A-3 under the Exchange Act. The Company's Compensation Committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. No officer may be present at any committee meeting during which such officer's compensation is deliberated upon. The Compensation Committee is responsible for, among other things:

- Reviewing and recommending to the Board of Directors the overall compensation packages for senior executives, and directly approving the compensation plans for non-senior executives;
- Studying the compensation standards for directors and making recommendations to the Board of Directors for review, and regularly evaluating the alignment between compensation policies and the Company's performance;
- Reviewing long-term incentive compensation plans, equity plans, and annual bonus plans, and overseeing the implementation of employee pension and welfare plans;
- Selecting compensation consultants and legal counsel based on the principle of independence, and continuously supervising the quality and independence of the consultants' performance;
- Ensuring that the disclosure of compensation-related information complies with regulatory requirements, and submitting reports on the basis for compensation decisions and implementation status to the Board of Directors.

**Nominating Committee.** The committee consists of 3 directors, with Mr. Jun Huang serving as the chairperson, and Ms. Fan Zhou and Mr. Simon Lung Lung Tang as members. Two-thirds of the members meet the "independence" standards prescribed by NASDAQ Listing Rule 5605(a)(2) and Rule 10A-3 under the Exchange Act. The Nominating Committee is responsible for, among other things:

- Collecting recommendations for candidates from a wide range of sources, including committee members, management, shareholders, investment bankers, and other professionals;
- Conducting prudent reviews of candidates' qualifications, with a focus on verifying compliance with the requirements of the Company Law, Listing Rules, and the Company's Articles of Association;
- Considering the professional structure, industry experience, and diversification needs of the Board of Directors, and proposing a list of recommended director candidates and qualification review opinions;
- Regularly evaluating the performance capabilities and diligence of incumbent directors, and providing professional recommendations for the renewal of the Board of Directors and adjustments to its members;
- Submitting a nomination work report to the Board of Directors, explaining the candidate selection process, qualification advantages, and selection considerations.



**Investment Committee.** The committee consists of 3 directors, with Mr. William T Chai serving as the chairperson, and Ms. Fan Zhou and Mr. Charles Yongjun Fu as members. Two-thirds of the members meet the "independence" standards prescribed by NASDAQ Listing Rule 5605(a)(2) and Rule 10A-3 under the Exchange Act. Investment Committee is Responsible for conducting professional research and process supervision on the Company's major investment matters. Specific responsibilities include:

- Studying and formulating the Company's investment strategy framework, and conducting feasibility studies on major investment projects, equity transactions, financing plans, and capital operation matters;
- Reviewing due diligence reports on investment projects, evaluating the expected returns and risk exposure of the projects, and providing clear review recommendations to the Board of Directors;
- Tracking the implementation progress of approved investment projects, monitoring the project operation status and financial returns, and promptly reporting major progress or risk changes;
- Establishing a post-evaluation mechanism for investment projects, summarizing investment experience, and optimizing the investment decision-making process;
- Reviewing investment matters within the authority delegated by the Board of Directors, and performing the responsibilities of early warning and control of major investment risks.

#### **Presentation of Financial Statements**

The Company's consolidated financial statements for the fiscal year ended March 31, 2025, together with the auditors' report on such statements, will not be presented at the Annual Meeting of Shareholders, and no formal action is required or proposed to be taken by the shareholders with respect to such financial statements. These financial statements will be included in the Company's annual report on Form 20-F, which the Company intends to file with the Securities and Exchange Commission in due course.

## **PROPOSAL NO. 1. ELECTION OF DIRECTORS**

The Company's Board of Directors currently consists of nine (9) directors, whose terms will expire at the Annual Meeting of Shareholders. At the meeting, shareholders will vote to elect nine (9) directors to serve until the next Annual Meeting of Shareholders or until their successor are duly elected and qualified.

The Company's Nomination Committee has nominated sixteen (16) individuals to serve as directors of the Company. Each of the nominees, other than Sheilia Xu, Rusheng Wu, LEES Robert Jay, Jiena Zhang, Wang Yi, Henry Sun and Weixing Wang and is a current director of the Company and has been since the dates indicated below and was elected to his or her present term as a director by the shareholders of the Company at the annual and special meeting of the Company's shareholders held previously. Upon election of the new nominees, the current directors will cease to hold office.

In accordance with the Ontario Business Corporations Act, at uncontested shareholder meetings, any director nominee receiving more "against" votes than "for" votes will not be elected. However, under the Ontario Business Corporations Act majority voting rules, if an incumbent director is not elected by a majority of votes at the Meeting, the incumbent director will be permitted to continue in office until the earlier of (i) the 90th day after the Meeting, or (ii) the day on which their successor is appointed or elected.

A brief summary of the persons nominated for election as directors and their principal occupation, business affiliations and other information are as follows.

***Fan Zhou, Chairman of the Board of Directors.*** Dr. Zhou is the Company's founder and former principle shareholder. She has served in numerous leadership positions since 2013, including Chairwoman of the Board from August 2013 to March 2020, Chief Executive Officer and Executive Director from April to October 2020, Executive Director from November 2020 to May 2023, Chairwoman and Chief Executive Officer from June 2023 to February 2024, and Executive Director from February 2024 to January 2025. She was re-appointed as Chairwoman of the Board in February 2025.

Dr. Zhou has over 20 years of experience in international vocational education in Canada and China. In 2000, she became the Director of China marketing at US Xinxtra International Computer Institute ("Xinxtra") in Toronto, Canada. Between 2001 and 2004, she served as the Director of the China Branch of Xinxtra in Guangzhou, China, and later the Chair of Guangzhou Xinxtra Computer Ltd. and the Principal of Guangzhou Xinxtra Computer Training School. From 2005 to 2019, she was the Director for the International Financial Management Association, South China Chapter and the Chair and Chief Executive Officer of China Youth Lang Dun Education Culture and Technology in Toronto, Canada. From 2015 to 2019, she served as the Marketing Director for the Toronto E-School, now a subsidiary of our Company, to promote and market the program in China, and served as the Director of the International Commercial Art Designer Association ("ICAD") in Toronto, Canada, where she managed the program for ICAD certification. She is the Executive Chairman of the Canada-China Economic and Trade Development Policy Committee, the Chairman of the Board of Directors for the North American Chinese Culture and Education Exchange Promotion Association, and, since March 2020, the Chairman of the Board of Directors for the Canadian Youth Education Mutual Aid Association. Dr. Zhou is pursuing her doctorate (PhD Candidate) degree from Jinan University in China.

***Kealey Donald M, Vice Chairman of the Board of Directors.*** Mr. Donald has more than 30 years of experience in business and advocacy. He has been active in prescription drug reform, smoke-free legislation, cannabis regulation, and cross-border healthcare initiatives, bringing practical expertise in governance, public policy, and politics. We believe that Mr. Donald's extensive experience in public policy, governance, and healthcare reform makes him well qualified to serve on our Board of Directors.

***Simon Lung Lung Tang, Board of Director.*** Dr. Tang was appointed to the Company's Board of Directors on June 21, 2021, and previously served as the Vice-Chairman of the Board of Directors. Dr. Tang has served as the Managing Director of WinWin Law PLLC in Houston, Texas, since 1994, and was a shareholder of Allied Law Firm and Allied Management Consulting Group, which he founded in 1999 has offices in Hong Kong and Shenzhen, China. Dr. Tang specializes in trans-border corporate transactions. We believe that Dr. Tang's experience as a

lawyer, and, specifically, his familiarity with United States and Canadian laws and education policy makes him well qualified to serve on our Board of Directors.

**William T Chai, Board of Director.** On November 22, 2022, the Board elected Dr. Chai as a member of the Board, and as a member and Chairman of the Audit Committee, a member of the Nominating and Corporate Governance Committee, and a member of the Compensation Committee of the Board. Mr. Chai has over 35 years' experience in business investment, venture capital investment, fund management, and fundraising. For the past five years, Mr. Chai has served as one of the founding partners of Global Call to Action Against Poverty, a nonprofit organization and global network, which works with the United Nations and World Health Organization to support people in their struggles for justice and against poverty and inequality. Mr. Chai is also a senior advisor at Global Innovation Centre, a global think tank. He is a director at Alpha Ring International Ltd., a company headquartered in California that provides software, industrial engineering, and green energy optics. Mr. Chai earned his Bachelor of Science in Electrical Engineering from National Cheng Kung University in Taiwan, a Master of Science in Systems Engineering from Arizona State University, a EMBA degree in Business Administration from National Chengchi University in Taiwan, and an honorary doctorate degree in Management from the International Academy of Public Welfare Corporation.

**Charles Yongjun Fu, Board of Director.** Mr. Fu is a licensed attorney admitted to practice in New York, Texas, and China, with extensive experience in cross-border corporate law, capital markets, and financing transactions. Mr. Fu has advised multinational enterprises on international business strategy and corporate structuring and has been a frequent lecturer on cross-border business and legal issues. We believe that Mr. Fu's professional legal qualifications, together with his deep experience in international investment and financing, make him well qualified to serve on our Board of Directors.

**Zhong Chen, Board of Director.** Mr. Chen has served in senior leadership roles with the Company, including Chief Executive Officer and Chief Financial Officer. He has over 27 years of experience in development, construction and architectural management.

**Zongjiang He, Board of Director.** Mr. Zongjiang He is a seasoned entrepreneur who has founded and led multiple companies in Shenzhen and Beijing. In 2014, he established HCEN Group Inc., becoming a leader in China's LED semiconductor industry, with over 100 patents and international partnerships. We believe Mr. He's entrepreneurial track record and deep technical experience provide valuable perspective to our Board.

**Jie Luo, Board of Director.** Mr. Luo is a seasoned corporate leader who brings considerable experience in business management, corporate strategy, and governance. We believe Mr. Luo's executive perspective, strategic insight, and commitment to good governance make him well qualified to serve on our Board of Directors.

**Jun Huang, Board of Director.** Mr. Huang serves as Chairman of the Nominating Committee of the Company. He has extensive experience in finance, compliance, and corporate management. Since May 2022, he has served as Deputy Managing Director of ComplianceOne Consulting Limited, and from August 2022 to December 2024, he was Chief Advisor at Dragon Rise Group Holdings Limited (HK: 06829). In March 2025, he was appointed Co-CEO of Visionary Holdings Inc., where he oversees brand management, market development, capital operations, and business cooperation in the Asia-Pacific region. We believe Mr. Huang's strategic insight and leadership in corporate governance, compliance, and international business make him well qualified to serve on our Board of Directors.

**Sheilia Xu, Director Nominee.** Ms. Xu is a labor relations and human resources expert with extensive experience in talent strategy planning and in the design and implementation of HR management systems that support the achievement of corporate strategic goals. She has led complex business negotiations, including collective agreements, contracts, and settlements, particularly within major public sector organizations in Canada. Ms. Xu collaborates closely with executive leadership teams to design workforce strategies that balance operational priorities with employee and union interests, ensuring compliance with Canadian labor laws while fostering positive workplace relations. We believe that Ms. Xu's expertise in labor relations and human capital strategy makes her well qualified to serve on our Board of Directors.

***Rusheng Wu, Director Nominee.*** Mr. Wu has extensive experience in market management of multinational enterprises and previously served as the head of the Chinese market for an internationally renowned enterprise. He has founded and managed multiple schools in both Canada and China, gaining abundant experience in educational management as well as in international education exchange and cooperation. He is proficient in the organizational, coordination, and management of enterprises, with strong capabilities in market development. We believe that Mr. Wu's deep background in market development and international education makes him well qualified to serve on our Board of Directors.

***LEES Robert Jay, Director Nominee.*** Dr Jay has held senior roles in nonprofit, educational, and business organizations worldwide. His experience includes serving as President and Founder of Sunshine Charity Society (Canada), President of the Global Economic Development Institute, President of the World Alliance of Seniors Universities, and Vice President of Visionary Education Technology Holdings Group, Inc. He has also served in executive capacities with organizations in China, Hong Kong, and North America, including the China Association for Promoting UN Procurement, HK Headquarters Family Office, and various private sector enterprises. In addition, he has served in public service roles in Canada as a Family Mediator, Senior Medical Social Worker with the Fraser Health Authority, and Senior Child Protection Officer with the Ministry of Children and Family Services of British Columbia. He earned a B.A. in Criminology from Simon Fraser University, and both BSW and MSW degrees from the University of British Columbia, and has undertaken Ph.D. studies in Mediation and Conflict Resolution at UBC. We believe that his extensive international leadership experience and public service background make him well qualified to serve on our Board of Directors.

***Jiena Zhang, Director Nominee.*** Ms. Zhang has more than 14 years of experience in financial management and accounting. Since 2015, she has served as Finance Manager of Shenzhen Runlin Construction Engineering Co., Ltd., where she oversees all aspects of financial planning, budgeting, and cost control, supervises the implementation of financial management systems, and manages external relationships with regulators, tax authorities, and banks. From 2012 to 2015, she was Finance Manager of Shenzhen Rongda Information Technology Co., Ltd., where she was responsible for accounting, financial reporting, tax planning, and coordination with auditors and regulatory authorities. She began her career as a Cost Accountant with Kingway Brewery Co., Ltd. Ms. Zhang earned a Bachelor of Management degree in Accounting from Nanfang College of Sun Yat-sen University and holds professional certifications including the Junior Accountant Certificate and Accounting Qualification Certificate. We believe that Ms. Zhang's strong financial expertise and management experience make her well qualified to serve on our Board of Directors.

***Wang Yi, Director Nominee.*** Mr. Yi has over 20 years of experience in corporate management, finance, and investment. Since 2010, he has served as Investment Manager of Sichuan Xingchuan Key Project Equity Investment Fund Management Co., Ltd., a subsidiary of Sichuan Industry Revitalization Fund Investment Group Co., Ltd., where he is responsible for due diligence, project design, risk analysis, post-investment management, and negotiations for major investment projects. Earlier in his career, from 2005 to 2010, he was President's Assistant at Sichuan Bohai Network Technology Co., Ltd., where he oversaw budget management, financial analysis, tax planning, audit coordination, and asset management. Mr. Wang holds dual bachelor's degrees in Computer Application and Business Administration from Zhengzhou University. We believe Mr. Wang's extensive experience in investment management and corporate operations makes him well qualified to serve on our Board of Directors.

***Henry Sun, Director Nominee.*** Mr. Sun currently serves as a senior executive with extensive experience in investment banking, entrepreneurship, and U.S. public company management. With nearly two decades of cross-border financial and corporate expertise, he brings a strong background in capital markets, strategic transactions, and operational leadership. From 2003 to 2015, Mr. Sun worked at China M&A Ltd., a leading Chinese investment banking boutique, where he specialized in mergers and acquisitions and capital strategy. He subsequently spent four years as Vice President of Bluear Technology, a company in the new energy vehicle industry, where he was responsible for corporate financing, IPO preparation, and government relations. Since 2019, Mr. Sun has held senior management roles at a Nasdaq-listed technology company, overseeing investor relations, SEC compliance, and cross-border financing. He holds a Master's degree in Management Science from the University of Kent. We believe that Mr. Sun's broad expertise in finance, entrepreneurship, and international capital markets makes him well qualified to serve on our Board of Directors.

***Weixing Wang, Director Nominee.*** Dr. Wang has more than 35 years of experience in business investment, venture capital, fund management, and fundraising. He was a co-founder of the Global Poverty Eradication Initiative, a nonprofit network. He has also managed an internationally recognized asset management firm and invested in Fortune 500 companies including Alibaba, Foxconn, and TSMC. Dr. Wang's deep resources in international finance and his strong record in large-scale project investment and management bring substantial expertise to the Board.

The above nominees have consented to being named in this Proxy Statement and to serve on the Board, if appointed. In the event that the nominee is not be available, the persons named in the Proxy Card will vote for the other nominees and may vote for a substitute for the unavailable nominee.

#### **Vote Required for Approval**

At the Meeting it is proposed that a special resolution be approved to fix the number of directors of the Company at a number to be determined by resolution of the directors of the Company from time to time (the “**Director Number Resolution**”). For the Director Number Resolution to be approved, at least two-thirds majority of the Common Shares voted on the Director Number Resolution must be cast FOR the Director Number Resolution.

The Board has already by resolution fixed the number of directors of the Company at nine (9).

Upon approval of the Director Number Resolution, shareholders will be asked to vote for or withhold from voting, the proposed director nominees set forth above.

**THE BOARD RECOMMENDS THAT YOU VOTE FOR THE DIRECTOR NUMBER RESOLUTION AND THE APPOINTMENT OF NOMINEES IDENTIFIED ABOVE AS DIRECTORS TO SERVE UNTIL THEIR SUCCESSORS ARE APPOINTED AND DULY QUALIFIED, OR UNTIL SUCH DIRECTOR'S EARLIER RESIGNATION OR REMOVAL. UNLESS DIRECTED TO THE CONTRARY, THE COMMON SHARES REPRESENTED BY VALID PROXIES WILL BE VOTED FOR THE DIRECTOR NUMBER RESOLUTION AND THE APPOINTMENT OF SAID NOMINEES.**

**PROPOSAL NO. 2**  
**APPROVAL AND RATIFICATION OF THE APPOINTMENT OF**  
**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

On March 18, 2025, the Board of Directors determined that it is in the best interests of the Company to engage Assenture PAC (“Assenture”) as the Company’s independent auditors for the fiscal year ending March 31, 2025.

During the two most recent fiscal years and in the subsequent period through the date of the Company’s current report on Form 6-K filed with the SEC on March 26, 2025, the Company had not consulted with Assenture regarding (i) the application of accounting principles to a specific transaction, completed or proposed, or the type of audit opinion that might be rendered on the Company’s consolidated financial statements, or (ii) any of the matters set forth in Item 304(a)(2)(i) or (ii) of Regulation S-K.

Accordingly, the Board of Directors recommends that shareholders ratify the appointment of Assenture PAC as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2025.

**Vote Required to Approve Proposal No. 2**

Shareholders will be asked to vote for, or withhold from voting, the approval and ratification of Assenture PAC as our independent registered public accounting firm.

**THE BOARD RECOMMENDS THAT YOU VOTE FOR THE APPROVAL AND RATIFICATION OF THE APPOINTMENT OF ASSENTURE PAC AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MARCH 31, 2024. UNLESS DIRECTED TO THE CONTRARY, THE COMMON SHARES REPRESENTED BY VALID PROXIES WILL BE VOTED FOR THE APPROVAL AND RATIFICATION OF THE APPOINTMENT OF ASSENTURE PAC AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MARCH 31, 2025.**

**GENERAL**

At the date of this Proxy Statement, the Board has no knowledge of any business which has been presented for consideration at the Annual Meeting of Shareholders other than that described above.

Present officers, directors and other employees of the Company may solicit proxies by telephone, telecopy, telegram or mail, or by meetings with Shareholders or their representatives. The Company will reimburse brokers, banks or other custodians, nominees and fiduciaries for their charges and expenses in forwarding proxy materials to beneficial owners. All expenses of solicitation of proxies will be borne by the Company.

By Order of the Board of Directors,

Dated at Toronto on October 8, 2025.

Sincerely,

By: /s/ Xiyong Hou

Name: Xiyong Hou

Title: Chief Executive Officer

By: /s/ Jun Huang

Name: Jun Huang

Title: Co-Chief Executive Officer

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "will", "expects", "anticipates", "future", "intends", "plans", "believes", "estimates", "target", "going forward", "outlook," "objective" and similar terms. Such statements are based upon management's current expectations and current market and operating conditions, and relate to events that involve known or unknown risks, uncertainties and other factors, all of which are difficult to predict and which are beyond GV's control, which may cause GV's actual results, performance or achievements (including the RMB/USD value of its anticipated benefit to GV as described herein) to differ materially and in an adverse manner from anticipated results contained or implied in the forward-looking statements. Further information regarding these and other risks, uncertainties or factors is included in GV's filings with the U.S. Securities and Exchange Commission, which are available at [www.sec.gov](http://www.sec.gov). GV does not undertake any obligation to update any forward-looking statement as a result of new information, future events or otherwise, except as required under law.

## **Contacts:**

### **Visionary Holdings Inc.**

Investor Relations

Email: [IR@visionary.holdings](mailto:IR@visionary.holdings)

**Visionary Holdings Inc.**  
**445 Apple Creek Blvd., Unit 217, Markham, Ontario, Canada**  
**Postal Code: L3R 9X7, Telephone: 905-305-1881**

Please indicate whether you plan to attend the meeting: Yes ☐ No ☐

Please sign strictly in accordance with the name listed here. If signing in the capacity of an agent, executor, administrator, or other fiduciary, please indicate your full title. Joint owners must each sign personally. All holders must sign. If the signatory is a corporation or partnership, please sign in the full name of the corporation or partnership and have the signature executed by an authorized officer.

Signature: \_\_\_\_\_

Joint Owner's Signature: \_\_\_\_\_

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

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

**Proxy Card for the 2025 Annual Meeting of Shareholders of Visionary Holdings Inc.**

The undersigned hereby appoints \_\_\_\_\_ as the undersigned's true and lawful attorney-in-fact and proxy, with full power to act in the undersigned's place and stead at the 2025 Annual Meeting of Shareholders of Visionary Holdings Inc. (to be held on October 29, 2025, at 10:00 a.m. Eastern Time, at the Company's principal executive office: 19 West 26th Street, 5th Floor, New York, NY 10010, USA; Telephone: +1-484-253-8265) and any adjournments thereof, to vote all shares of the Company's stock entitled to be voted by the undersigned, and to act on all matters submitted to the meeting.

When properly executed, this proxy card will be voted in accordance with the instructions of the undersigned shareholder. If no instructions are given, this proxy card will be voted **"For"** the listed director candidates.

The proxy is authorized to vote discretionarily on any other matters that may properly be brought before the Annual Meeting of Shareholders and any adjournments thereof.

Please mark, date, sign, and submit your proxy card as soon as possible via the following email: lowelltoronto@hotmail.com. This proxy card shall only be valid upon being signed and dated.

The undersigned hereby undertakes to ratify and confirm all acts done by the above proxy pursuant to this proxy card, and hereby revokes all previous proxies issued.

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

Shareholder's Name: \_\_\_\_\_

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

This proxy is being solicited by or on behalf of the Company's management.



**Visionary Holdings Inc.**  
**2025 Annual Meeting of Shareholders**  
**October 29, 2025**  
**Written Ballot — Common Stock**

The undersigned, as a holder of Common Stock of Visionary Holdings Inc., hereby votes as follows:

**PLEASE MARK YOUR VOTE IN THE BRACKET USING DARK INK ONLY. [X]**

Please retain this section for your records and submit only this section by sending the electronic ballot to:  
[lowelltoronto@hotmail.com](mailto:lowelltoronto@hotmail.com).

The Board of Directors recommends that you vote "**For**" the following proposals.

**Proposal 1:** To nominate and elect members of the next Board of Directors (for 2025-2026) (a total of 9 members, including at least 5 independent directors, accounting for 55.56%, which complies with the NASDAQ listing rule requiring "a majority of independent directors"; candidates for independent directors must meet the independence standards prescribed by the SEC rules). Each director shall hold office until the conclusion of the next Annual Meeting of Shareholders or until their successor is formally elected and qualified;

For	Against	Abstain

Please check the box next to the names of the director candidates and select 9 candidates from 16, then check "For" above.

01 Fan Zhou ☐    02 Kealey Donald M ☐    03 William T Chai ☐    04 Simon Lung Lung Tang ☐  
05 Charles Yongjun Fu ☐    06 Jie Luo ☐    07 Zongjiang He ☐    08 Jun Huang ☐  
09 Zhong Chen ☐    10 Sheila Xu ☐    11 Jiena Zhang ☐    12 Rusheng Wu ☐  
13 LEES Robert Jay ☐    14 Yi Wang ☐    15 Henry Sun ☐    16 Weixing Wang ☐

For detailed information about the above director candidates, please visit the following link:

<https://visionary.holdings/ir/ams/detailed-descriptions-of-proposals-for-visionary-holdings-inc-annual-meeting-of-shareholders-on-october-29-2025/794/.html>

**Proposal 2:** Approve the ratification of Assenture PAC as our registered public accounting firm for the fiscal year ending March 31, 2025.

For	Against	Abstain

Date: October 29, 2025

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Name of Registered Shareholder

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Signature

---

Printed Name of Signatory

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Printed Title

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Class of Shares

---

Number of Shares

*Please sign strictly in the name of the shareholder. If the shares are held by joint owners or multiple persons, all holders shall sign. If signing in the capacity of an agent, executor, administrator, trustee, or guardian, please fully indicate the corresponding capacity. If the signatory is a corporation, please sign in the full name of the corporation by the chairman of the board or other authorized senior executives. If the signatory is a partnership, please sign in the name of the partnership by an authorized person.*