

Visionary Holdings Inc.
SPECIAL SHAREHOLDER MEETING
April 27, 2026

Letter to Shareholders

We, Xiyong Hou and Jun Huang, serve as the CEO and Co-CEO of Visionary Holdings Inc. (hereinafter referred to as the “Company” or “Visionary Holdings”), respectively.

The Company is incorporated under the *Ontario Business Corporations Act, 1990* (R.S.O. 1990, c. B.16, the “OBCA”). The Company’s common stock is listed on the NASDAQ Stock Market in the United States and is subject to the dual regulatory jurisdiction of applicable laws of Ontario, Canada, as well as the rules and regulations of the U.S. Securities and Exchange Commission (SEC) and NASDAQ.

Notice is hereby given that, pursuant to **Section 7.2** of Company *By-law No. 1* and the resolution adopted by the Company’s Board of Directors on April 2, 2026, Xiyong Hou (CEO) and Jun Huang (Co-CEO) have formally convened a Special Meeting of Shareholders (the “Special Meeting”). The purpose of the Special Meeting is to review matters concerning the Company’s reverse stock split, complete EDGAR filing and 6-K disclosure compliance in accordance with SEC and NASDAQ requirements, and address urgent matters related to corporate compliance and governance. The meeting aims to ensure the sustainable and sound operation of the Company, safeguard the legitimate rights and interests of all shareholders, and ensure full compliance of the Company’s operations with the Ontario Business Corporations Act and the dual regulatory requirements of the U.S. SEC and NASDAQ.

I. Legal Basis for Convening the Meeting

The Company’s *By-law No. 1* explicitly authorizes the Board of Directors to convene special shareholder meetings and mandates the Company to issue official meeting notices to all shareholders in strict compliance with **Section 7.2** (Special Meetings), **Section 7.5** (Meeting Notices), and **Section 10.3** (Notices to Predecessor Entities). In line with the Company’s NASDAQ listing obligations, the meeting convening procedures also comply with **Section 14A** of the U.S. Securities Exchange Act of 1934 and applicable NASDAQ listing rules governing shareholder meetings. The Special Meeting is scheduled to commence at **10:00 a.m. Eastern Time on April 27, 2026**. The scheduled time accommodates the participation convenience of North American shareholders and satisfies the disclosure requirements under dual regulatory frameworks.

For full details of the Special Meeting notice, comprehensive proposal descriptions and supporting compliance documents, please access and download via the link below:

<https://visionary.holdings/ir/gms/detailed-descriptions-of-proposals-for-visionary-holdings-special-meeting-of-shareholders-on-april-27-2026/977/.html>

II. Special Meeting Details

1. Meeting Proposals

Proposal 1: To consider and approve matters relating to the Company's reverse stock split, including fulfilling mandatory 6-K information disclosure requirements via EDGAR in compliance with SEC and NASDAQ regulations. The specific reverse stock split ratio shall be determined by the Board of Directors within a scope compliant with NASDAQ listing standards, ensuring the post-split share price meets NASDAQ's minimum listing price requirement. The resolution adopted by the Board of Directors concerning the reverse stock split shall be deemed equivalent to shareholder approval, with no additional shareholder meeting required. This arrangement complies with the authority scope of the Board of Directors stipulated under the Ontario Business Corporations Act, fully satisfies SEC and NASDAQ procedural and disclosure requirements for reverse stock splits, and the Company will disclose subsequent detailed split arrangements and their impact on shareholder rights and interests in accordance with regulatory rules.

Proposal 2: To consider and transact any other lawful and compliant business that may be properly brought before the Special Meeting or any adjournment thereof, and to review and approve procedures and matters relating to the re-election of the Company's Board of Directors. The board re-election is designed to stabilize the Company's listing qualification status, restore regular corporate compliance and operational order, sustain normal business development, and fully protect the legitimate rights and interests of the Company and all shareholders. All relevant matters shall be implemented in strict accordance with the Ontario Business Corporations Act and the regulatory requirements of the U.S. SEC and NASDAQ.

2. Record Date

The record date for shareholders eligible to receive meeting notices and exercise voting rights at the Special Meeting is the close of business on September 12, 2025. All registered holders of the Company's Class A and Class B common stock as of the record date shall have the legitimate rights to attend and vote at the Special Meeting. Share transfers occurring after the record date will not affect the attendance and voting eligibility of relevant shareholders. This arrangement conforms to the core shareholder protection rules under dual regulatory systems and consistent with standard practices for U.S.-listed enterprises.

3. Equity Structure and Voting Rights

As of the aforementioned record date, the total issued and outstanding common shares of the Company amount to 5,607,348 shares, with the specific structure as follows:

Class A Common Stock: 4,090,680 shares, with one vote per share;

Class B Common Stock: 1,516,668 shares, with one hundred votes per share.

Total voting power calculation formula: Total Voting Units = (Class A Common Shares × Voting Right per Share) + (Class B Common Shares × Voting Right per Share).

Total voting units = 4,090,680 + (1,516,668 × 100) = 155,757,480.

Voting rights of Class A Common Stock account for approximately 2.63% of total voting power, while Class B Common Stock accounts for approximately 97.37%. This equity and voting structure has been disclosed in the Company's 6-K filings, complies with NASDAQ equity disclosure requirements, does not violate any prohibitory provisions under the Ontario Business Corporations Act, and ensures fair and impartial exercise of voting rights.

Meeting Quorum: In accordance with **Section 7.9** of the Company's *By-law No. 1* and relevant SEC and NASDAQ requirements, the quorum for the Special Meeting shall consist of shareholders present in person or by proxy representing more than half of the total voting units. This quorum standard complies with both Canadian Ontario corporate law and U.S. securities regulations, ensuring the legal validity of meeting resolutions and aligning with conventional quorum requirements for shareholder meetings of U.S.-listed companies.

4. Voting Procedures and Proxy Voting

Detailed rules, operational guidelines and supporting documents governing voting procedures and proxy voting for the Special Meeting will be formally issued to all shareholders in writing, in strict compliance with the Ontario Business Corporations Act, Section 14A of the U.S. Securities Exchange Act of 1934, and NASDAQ listing rules. Proxy voting arrangements will fully meet compliance requirements, including clear definition of proxy authority scope, complete voting options (for, against, abstain), standardized proxy form, and explicit procedures for signing, submission and revocation of proxy documents. The Company will disclose all proxy voting information as required by the SEC to ensure a legal, standardized, fair and impartial voting process, protect shareholders' statutory voting rights, and maintain full compliance with the dual regulatory standards of Canada and the United States for proxy voting of listed enterprises.

III. Compliance Statement

1. Compliance with Laws of Ontario, Canada

The convening, organization, agenda arrangement and all operational procedures of the Special Meeting fully comply with all provisions of the Ontario Business Corporations Act and the Company's *By-law No. 1*, including but not limited to compliant board authority for meeting convening, standardized notice issuance procedures, legitimate record date determination, accurate voting right calculation and exercise, and lawful director removal procedures. The Company has fully safeguarded shareholders' dissent rights pursuant to **Section 185** of the Ontario Business Corporations Act, ensuring all meeting procedures and contents are legal and compliant, protecting the legitimate rights and interests of all shareholders, and satisfying all regulatory requirements for shareholder meetings of Ontario-listed enterprises.

2. Compliance with U.S. Regulatory Requirements

As a NASDAQ-listed company, the Company has fully observed SEC and NASDAQ regulatory requirements. The agenda arrangement, information disclosure and voting procedures of the Special Meeting fully comply with U.S. securities regulatory rules:

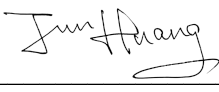
First, full disclosure compliance: core information including meeting time, participation method, proposal contents, record date and voting structure has been fully disclosed, and subsequent meeting resolutions and detailed proposal documents will be timely published on the official website to meet SEC and NASDAQ requirements for timely, complete and accurate information disclosure.

Second, procedural compliance: voting methods and proxy voting rules conform to the Securities Exchange Act of 1934 and NASDAQ listing rules, guaranteeing the legal exercise of shareholder voting rights.

Third, proposal compliance: reverse stock split and board re-election matters comply with NASDAQ corporate governance and major decision-making rules for listed companies, and relevant filing documents will be submitted to the SEC and NASDAQ for record-filing in due course. All subsequent voting and information disclosure procedures will be strictly implemented in accordance with SEC and NASDAQ regulations to ensure full U.S. market compliance for all matters pertaining to the Special Meeting.

Visionary Holdings Inc.

By: 
Name: Xiyong Hou
Title: CEO

By: 
Name: Jun Huang
Title: Co-CEO

Date: April 2, 2026

Notice of Special Meeting of Shareholders of Visionary Holdings Inc.

Notice is hereby given that a Special Meeting of Common Shareholders (the “Meeting”) of Visionary Holdings Inc. (the “Company”) will be held via ZOOM online conference at 10:00 a.m. Eastern Time on April 27, 2026. Convened by the Company’s Board of Directors, the Meeting complies with SEC and NASDAQ rules for virtual shareholder meetings to maximize shareholder participation convenience. Detailed participation information is as follows:

- ZOOM Meeting Link:

<https://us02web.zoom.us/j/8818699983?pwd=b2duzilxKgYTnd3FEirL0TQbWdDM0h.1>

- Meeting ID: 881 869 9983

- Meeting Passcode: 105095

- Canada Toll-Free Dial-in Number: +1-(905)-305-1881

Note: Shareholders may join the meeting via the ZOOM application or web browser; partial functions may be unavailable via browser access. Participation via the ZOOM application is recommended for optimal experience. The Company will arrange professional staff to resolve technical issues for participating shareholders, fully guaranteeing shareholders’ participation rights in compliance with dual regulatory requirements.

Shareholders will be requested to review and vote on the following special resolutions (collectively the “Proposals”), all of which comply with the Ontario Business Corporations Act and relevant regulations of the U.S. SEC and NASDAQ:

Proposal 1: To consider and approve matters relating to the Company’s reverse stock split, including fulfilling mandatory 6-K information disclosure requirements via EDGAR in compliance with SEC and NASDAQ regulations. The specific reverse stock split ratio shall be determined by the Board of Directors within a scope compliant with NASDAQ listing standards, ensuring the post-split share price meets NASDAQ’s minimum listing price requirement. The resolution adopted by the Board of Directors concerning the reverse stock split shall be deemed equivalent to shareholder approval, with no additional shareholder meeting required. This arrangement complies with the authority scope of the Board of Directors stipulated under the Ontario Business Corporations Act, fully satisfies SEC and NASDAQ procedural and disclosure requirements for reverse stock splits, and the Company will disclose subsequent detailed split arrangements and their impact on shareholder rights and interests in accordance with regulatory rules.

Proposal 2: To consider and transact any other lawful and compliant business that may be properly brought before the Special Meeting or any adjournment thereof, and to review and approve procedures and matters relating to the re-election of the

Company's Board of Directors. The board re-election is designed to stabilize the Company's listing qualification status, restore regular corporate compliance and operational order, sustain normal business development, and fully protect the legitimate rights and interests of the Company and all shareholders. All relevant matters shall be implemented in strict accordance with the Ontario Business Corporations Act and the regulatory requirements of the U.S. SEC and NASDAQ. The full text of the special resolutions proposed for the Meeting is available via the official website link attached herein.

Important Notice on Dissent Rights Pursuant to Section 185 of the Ontario Business Corporations Act

Pursuant to the Business Corporations Act, 1990 (Ontario) (R.S.O. 1990, Chapter B.16), holders of Company shares eligible to vote on the special resolutions may exercise dissent rights in accordance with **Section 185** of the Act and are entitled to receive the fair value of their held shares. The exercise procedures for dissent rights comply with Ontario corporate law requirements, and the Company has fully disclosed relevant provisions to shareholders in compliance with SEC and NASDAQ information disclosure rules to protect shareholder legitimate rights. The full text of relevant statutory clauses is available at:

<https://www.ontario.ca/laws/statute/90b16?search=Business+corporations+act#BK177>

Only shareholders registered in the Company's shareholder roster at the close of business on September 12, 2025 are eligible to receive notices of the Meeting and any adjourned sessions, and to exercise voting rights. This record date arrangement complies with Ontario corporate law and U.S. SEC and NASDAQ regulations. A complete list of voting-eligible registered shareholders will be available for inspection during normal business hours at the Company's principal executive office 10 days prior to the Meeting, limited to matters related to the Special Meeting. Shareholders may also apply for remote inspection via designated channels, consistent with U.S. regulatory standards for shareholder inspection rights and conventional practices of U.S.-listed enterprises.

Detailed descriptions of all Proposals will be available for shareholder review via the official website link on April 26, 2026:


<https://visionary.holdings/ir/gms/detailed-descriptions-of-proposals-for-visionary-holdings-special-meeting-of-shareholders-on-april-27-2026/977/.html>

Shareholders may exercise voting rights in two compliant methods in accordance with the Ontario Business Corporations Act and U.S. SEC and NASDAQ rules: (i) Online Voting: Submit voting instructions to the Company's designated email address: vote@visionary.holdings. The Company will fully record and retain all online voting

records for traceability; (ii) Proxy Voting: Fill in the date, sign and submit the attached proxy voting card on-site. The format and signing requirements of the proxy card comply with dual regulatory specifications for proxy voting. Registered shareholders who subsequently participate in the Meeting via ZOOM may revoke submitted proxy cards at any time and exercise voting rights online. The revocation procedures fully comply with regulatory requirements to ensure shareholders' independent exercise of voting rights.

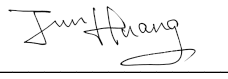
Issued in Toronto on April 2, 2026

Visionary Holdings Inc.

By: 

Name: Xiyong Hou

Title: CEO

By: 

Name: Jun Huang

Title: Co-CEO

Date: April 2, 2026

Visionary Holdings Inc.
SPECIAL SHAREHOLDER MEETING
April 27, 2026

Proxy Voting Authorization Form

The undersigned registered shareholder of the Company (the “Grantor”) hereby voluntarily appoints [Name of Proxy] as the lawful proxy of the Grantor. If the designated proxy is unable to attend, [Name of Alternate Proxy] is hereby appointed as the alternate proxy. The proxy and alternate proxy are fully authorized to represent the Grantor to attend the Special Meeting of Common Shareholders convened by the Company’s Board of Directors on April 27, 2026, and any adjourned sessions thereof, and to exercise all lawful voting rights of the Grantor (including voting for, against, or abstaining from all special resolutions set forth in the April 2026 Special Meeting Notice).

The format and proxy authority stipulated in this form comply with the Ontario Business Corporations Act, Section 14A of the U.S. Securities Exchange Act of 1934, and NASDAQ listing rules, ensuring the legality and validity of proxy voting and consistent with the compliance standards for proxy documents of U.S.-listed enterprises.

The Grantor irrevocably approves and confirms that all acts, votes and decisions made by the proxy or alternate proxy pursuant to this form shall be deemed the personal acts and decisions of the Grantor, and the Grantor fully recognizes and assumes corresponding legal liabilities for all such contents. The Grantor hereby revokes all prior proxy authorization forms issued for this Special Meeting. This form shall take effect upon signing and remain valid until the conclusion of the Special Meeting and all adjourned sessions thereof.

Date: [Fill in Date]

Shareholder Name (consistent with Company shareholder register and SEC/NASDAQ disclosed shareholder information): _____

Signature: _____

Printed Name: _____

Title: [Fill in legal representative title for corporate shareholders; leave blank for individual shareholders]

This proxy form is solicited by or on behalf of the Company’s management. The solicitation procedures fully comply with the Ontario Business Corporations Act and U.S. SEC and NASDAQ regulations, with no compulsory solicitation, interest transfer or other irregular conduct. The Company will properly retain and record all solicited proxy forms for inspection by SEC, NASDAQ and Canadian regulatory authorities.

Visionary Holdings Inc.
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April 27, 2026

Recorded Voting Ballot – Common Stock

The undersigned registered common shareholder of Visionary Holdings Inc. hereby casts votes on the matters of the Special Shareholder Meeting as follows:

Please mark votes with [x] using dark ink only.

Proposal 1: To consider and approve matters relating to the Company’s reverse stock split, including fulfilling mandatory 6-K information disclosure requirements via EDGAR in compliance with SEC and NASDAQ regulations. The specific reverse stock split ratio shall be determined by the Board of Directors within a scope compliant with NASDAQ listing standards, ensuring the post-split share price meets NASDAQ’s minimum listing price requirement. The resolution adopted by the Board of Directors concerning the reverse stock split shall be deemed equivalent to shareholder approval, with no additional shareholder meeting required. This arrangement complies with the authority scope of the Board of Directors stipulated under the Ontario Business Corporations Act, fully satisfies SEC and NASDAQ procedural and disclosure requirements for reverse stock splits, and the Company will disclose subsequent detailed split arrangements and their impact on shareholder rights and interests in accordance with regulatory rules.

For Against Abstain

Proposal 2: To consider and transact any other lawful and compliant business that may be properly brought before the Special Meeting or any adjournment thereof, and to review and approve procedures and matters relating to the re-election of the Company’s Board of Directors. The board re-election is designed to stabilize the Company’s listing qualification status, restore regular corporate compliance and operational order, sustain normal business development, and fully protect the legitimate rights and interests of the Company and all shareholders. All relevant matters shall be implemented in strict accordance with the Ontario Business Corporations Act and the regulatory requirements of the U.S. SEC and NASDAQ.

For Against Abstain

Date: _____ Year _____ Month _____ Day

Registered Shareholder Name: _____

Signature: _____

Printed Name of Signatory: _____

Printed Title of Signatory: _____

Number of Shares Held: _____ (Specify Share Class: Class A
Common Stock Class B Common Stock)

Signing Instructions: Sign strictly under the shareholder's registered name. For jointly held shares, all joint holders shall sign. If signing as an agent, executor, administrator, trustee or guardian, fully indicate the corresponding capacity. For corporate shareholders, signatures shall be executed by the chairman or other authorized senior officers under the full corporate name. For partnership shareholders, signatures shall be executed by authorized representatives.