
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Leader Education Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Leader Education Limited
立德教育股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1449)

SUPPLEMENTAL CIRCULAR
PROPOSED CHANGE OF AUDITORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 31 December 2024.

A supplemental notice convening the Annual General Meeting to be held at Meeting Room, 7/F, First Teaching Building, Heilongjiang College of Business and Technology, No. 33 Qunying Street, Xueyuan Road, Limin Development Zone, Harbin City, Heilongjiang Province, China at 3:30 p.m. on 24 February 2025 is being despatched to the Shareholders together with this supplemental circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying Supplemental Proxy Form in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the First Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

7 February 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room, 7/F, First Teaching Building, Heilongjiang College of Business and Technology, No. 33 Qunying Street, Xueyuan Road, Limin Development Zone, Harbin City, Heilongjiang Province, China at 3:30 p.m. on 24 February 2025 or any adjournment there of
“Articles”	the articles of association of the Company adopted on 23 February 2024 and as amended from time to time
“Audit Committee”	audit committee of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Leader Education Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries and the consolidated affiliated entities from time to time, or, where the context so requires in respect of the period before the Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

Leader Education Limited

立德教育股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1449)

Executive Directors:

Mr. Liu Laixiang (*Chairman*)

Ms. Dong Ling

Mr. Wang Yunfu

Mr. Che Wenge

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Zhang Su

Mr. Cao Shaoshan

Mr. Chan Ngai Fan

Principal place of business in Hong Kong:

Unit 26, 14/F, Solo Building

41–43 Carnarvon Road

Tsimshatsui, Kowloon

Hong Kong

7 February 2025

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR PROPOSED CHANGE OF AUDITORS AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

References are made to (i) the Company's circular (the "**Original Circular**") and notice of AGM (the "**Original Notice**") dated 31 December 2024, which set out the time and venue of the AGM and contains the resolutions to be put forward at the AGM for Shareholders' consideration and approval; and (ii) the announcement dated 27 January 2025 in relation to the proposed change of auditors of the Company.

The purpose of this supplemental circular is to provide you with the information regarding the supplemental resolution relating to the proposed change of auditors of the Company.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITORS FOR THE FINANCIAL YEAR ENDING 31 AUGUST 2025

As the Board could not reach a consensus with Ernst & Young (“EY”) on the audit fee for carrying out the audit works for the year ending 31 August 2025, the Board will not seek for re-appointment of EY and EY will retire as the auditors of the Company upon expiration of its current term of office at the conclusion of the forthcoming AGM to be held on 24 February 2025.

The Board hereby announces that, with the recommendation from the Audit Committee, the Board has resolved to appoint BDO Limited (“BDO”) as new auditors of the Company following the retirement of EY with effect from the conclusion of the forthcoming AGM and until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the forthcoming AGM.

According to the information provided by BDO, BDO serves as the auditor for a number of listed companies, has extensive audit experience in other listed companies, has engaged in various other reporting accounting work for many other listed companies, and has a global network and extensive internal expert support. The Audit Committee has considered a number of factors in assessing the appointment of BDO, including but not limited to (i) the audit proposal of BDO; (ii) the experiences and capabilities of the team members, including their industry knowledge and technical competence in providing audit work for companies listed on the Stock Exchange; (iii) its independence from the Group and objectivity; (iv) its resources and capabilities, including size and structure of proposed audit team; and (v) the guidelines issued by the Accounting and Financial Reporting Council. The Audit Committee, having reviewed the credentials of BDO, therefore considers that BDO possesses the essential audit experience to perform its duties as auditors of the Company.

Based on the above, the Audit Committee and the Board are satisfied that BDO is independent, competent and capable to perform a high-quality audit and that the agreed audit fee is commensurate with the extent of audit work required for the Company. The Board and the Audit Committee are of the view that the appointment of BDO as the Company’s auditors would enhance the cost effectiveness of the Company’s annual audit while maintaining audit quality and thus the change of auditors of the Company is in the interest of the Company and the Shareholders as a whole.

EY has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders or creditors of the Company. The Board and the Audit Committee also confirm that there are no disagreements or unresolved matters between EY and the Group, and there are no other matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

A supplemental notice of the AGM to be held as originally scheduled at Meeting Room, 7/F, First Teaching Building, Heilongjiang College of Business and Technology, No. 33 Qunying Street, Xueyuan Road, Limin Development Zone, Harbin City, Heilongjiang Province, China at 3:30 p.m. on 24 February 2025 is being despatched to the Shareholders together with this supplemental circular.

A supplemental form of proxy (the “**Supplemental Proxy Form**”) used for the supplemental resolution set out in the supplemental notice is enclosed. If you have properly completed and submitted only the proxy form sent by the Company on 31 December 2024 for the resolutions set out in the original notice of AGM (the “**First Proxy Form**”) in accordance with the instructions set out therein, the appointed proxy will vote on the resolutions set out in the First Proxy Form per your direction and he is entitled to vote or abstain at his discretion on the resolution set out in the Supplemental Proxy Form. Similarly, if you have properly completed and submitted only the Supplemental Proxy Form in accordance with the instructions set out herein, the appointed proxy will vote on the resolution set out in the Supplemental Proxy Form per the your direction and he is entitled to vote or abstain at his discretion on the resolutions set out in the First Proxy Form. If your wish to provide specific direction to your proxy regarding the voting of all resolutions set out in the First Proxy Form and the Supplemental Proxy Form, you should duly complete and submit both proxy forms in accordance with the instructions set out therein.

As disclosed in the Original Circular, the Board proposed to pass an ordinary resolution to re-appoint EY as the auditors of the Company and to authorise the Board to fix their remuneration. In light of the above, the resolution no. 4 relating to the re-appointment of EY as the auditors of the Company as set out in the Original Notice is no longer applicable and should be deleted in its entirety from the Original Notice. A new resolution of the proposed appointment of BDO as new auditors of the Company as set out in the supplemental notice of the AGM will be proposed at the AGM. Save for the above, all other information and matters as set out in the Original Circular, the Original Notice and the First Proxy Form previously sent to the Shareholders remain unchanged. Except that the resolution no. 4 shall be not counted in the votes, the First Proxy Form will remain effective provided that it is duly completed, executed and delivered by the Shareholders pursuant to the terms thereof. Please refer to the Company’s circular and notice of AGM dated 31 December 2024 for details of the other resolutions to be proposed at the AGM, eligibility for attending the AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.

LETTER FROM THE BOARD

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying Supplemental Proxy Form in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the First Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

VOTING AT THE AGM

Under the Listing Rules, all votes at the AGM are required to be taken by poll. Accordingly, the chairman of the AGM will demand a poll regarding the voting for all the resolutions set out in the notice of AGM and the supplemental notice of AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed Under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

RECOMMENDATION

The Directors consider that the resolution set out in the supplemental notice of AGM is in the interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favor of the relevant resolution to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Leader Education Limited
Liu Laixiang
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Leader Education Limited **立德教育股份有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1449)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting for the year ended 31 August 2024 (the “AGM”) of Leader Education Limited (the “Company”) dated 31 December 2024 (the “Original Notice”) which sets out the time and the venue of the AGM and contains resolutions to be proposed at the AGM for shareholders’ approval. Unless otherwise defined herein, capitalised terms used in this supplemental notice shall have the same meaning as defined in the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled at Meeting Room, 7/F, First Teaching Building, Heilongjiang College of Business and Technology, No. 33 Qunying Street, Xueyuan Road, Limin Development Zone, Harbin City, Heilongjiang Province, China at 3:30 p.m. on 24 February 2025 for the purpose of considering, and if thought fit, passing the following resolution in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTION

4A. To consider and approve the appointment of BDO Limited as the auditors of the Company to hold office until conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration.

By Order of the Board
Leader Education Limited
Liu Laixiang
Chairman

Harbin, Heilongjiang Province, PRC, 7 February 2025

As at the date of this notice, the executive Directors are Mr. Liu Laixiang, Ms. Dong Ling, Mr. Wang Yunfu and Mr. Che Wenge; and the independent non-executive Directors are Mr. Zhang Su, Mr. Cao Shaoshan and Mr. Chan Ngai Fan.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details of the above resolution are set out in the supplemental circular of the Company dated 7 February 2025 (the “**Supplemental Circular**”). The resolution no. 4 in the Original Notice is no longer applicable and should be deleted in its entirety from the Original Notice. Save for the above and the inclusion of the newly proposed resolution, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice and the circular of the Company for the AGM dated 31 December 2024 (the “**First AGM Circular**”) for details of the other resolutions to be passed at the AGM and other relevant matters.
2. A supplemental form of proxy (the “**Supplemental Proxy Form**”) in respect of the above resolution has been enclosed with the Supplemental Circular. If a shareholder has properly completed and submitted only the proxy form sent by the Company on 31 December 2024 together with the First AGM Circular (the “**First Proxy Form**”) in accordance with the instructions set out therein, the appointed proxy will vote on the resolutions set out in the First Proxy Form per the shareholder’s direction and he is entitled to vote or abstain at his discretion on the resolution set out in the Supplemental Proxy Form. Similarly, if a shareholder has properly completed and submitted only the Supplemental Proxy Form in accordance with the instructions set out therein, the appointed proxy will vote on the resolution set out in the Supplemental Proxy Form per the shareholder’s direction and he is entitled to vote or abstain at his discretion on the resolutions set out in the First Proxy Form. If a shareholder wishes to provide specific direction to his proxy regarding the voting of all resolutions set out in the First Proxy Form and the Supplemental Proxy Form, he should duly complete and submit both proxy forms in accordance with the instructions set out therein.
3. To be valid, the Supplemental Proxy Form, together with the notarially certified power of attorney or other authority (if any) under which it is signed, must be lodged at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
4. For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from 19 February 2025 to 24 February 2025, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 18 February 2025.