

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated Wednesday, November 27, 2019 (the “**Prospectus**”) issued by Chen Lin Education Group Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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

This announcement and the information contained herein are not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such distribution is prohibited by law. This announcement does not and is not intended to constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States.

The securities may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.

In connection with the Global Offering, First Shanghai Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for them, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for them, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering, being Wednesday, January 1, 2020. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Wednesday, January 1, 2020, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Chen Lin Education Group Holdings Limited

辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under : 250,000,000 Shares (subject to the
the Global Offering Over-allotment Option)
Number of Hong Kong Offer Shares : 25,000,000 Shares (subject to
reallocation)
Number of International Offer Shares : 225,000,000 Shares (subject to
reallocation and the Over-allotment
Option)
Maximum Offer Price : HK\$3.52 per Share, plus brokerage of
1%, SFC transaction levy of 0.0027%,
and Stock Exchange trading fee of
0.005% (payable in full on application
in Hong Kong dollars and subject to
refund on final pricing)
Nominal value : HK\$0.0001 per Share
Stock code : 1593

Sole Sponsor and Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to (i) the Capitalization Issue, and (ii) the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Friday, December 13, 2019, dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Friday, December 13, 2019.

The Global Offering comprises the Hong Kong Public Offering of 25,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares under the Global Offering, and the International Offering of 225,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus. In particular, the Offer Shares to be offered in the Hong Kong Public Offering and the International Offering may, in certain circumstances, be reallocated as between these offerings at the discretion of the Sole Global Coordinator. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$2.20 per Offer Share) stated in the Prospectus and the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 50,000,000 Offer Shares).

Pursuant to the Over-allotment Option, the International Underwriters have the right, exercisable by the Sole Global Coordinator (for itself and on behalf of the International Underwriters) within 30 days from the last day for the lodging of applications under the Hong Kong Public Offering (the last day for the exercise of the Over-allotment Option being Wednesday, January 1, 2020), to require the Company to issue and allot up to 37,500,000 additional Shares, representing 15% of the initial Offer Shares, at the Offer Price under the International Offering to cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company’s website at www.chenlin-edu.com and the website of the Stock Exchange at www.hkexnews.hk.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between Exchange Participants (has the same meaning under the Listing Rules) is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price will not be more than HK\$3.52 per Offer Share and is currently expected to be not less than HK\$2.20 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the Offer Price of HK\$3.52 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$3.52 per Offer Share.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$3.52 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the “Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.eipo.com.hk) in relation to the White Form eIPO.

Applicants who would like to have the Hong Kong Offer Shares allotted and issued in their own names should (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service.

Applicants who would like to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their designated CCASS Participants’ stock accounts or their CCASS Investor Participant stock accounts should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, November 27, 2019, until 12:00 noon on Monday, December 2, 2019 at:

- any of the following branches of Bank of China (Hong Kong) Limited:

District	Branch Name	Address
Hong Kong	Central District (Wing On House) Branch	B/F–2/F, Wing On House, 71 Des Voeux Road Central, Hong Kong
Kowloon	Telford Plaza Branch	Shop Unit P2–P7, Telford Plaza, No. 33 Wai Yip Street, Kowloon Bay, Kowloon
New Territories	City One Sha Tin Branch	Shop Nos. 24–25, G/F, Fortune City One Plus, No. 2 Ngan Shing Street, Sha Tin, New Territories
	Tseung Kwan O Plaza Branch	Shop 112–125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O, New Territories

- any of the following offices of the Hong Kong Underwriters:

First Shanghai Securities Limited

19/F., Wing On House, 71 Des Voeux Road Central, Hong Kong

CEB International Capital Corporation Limited

22/F, AIA Central, 1 Connaught Road Central, Hong Kong

China Galaxy International Securities (Hong Kong) Co., Ltd.

20/F Wing On Centre, 111 Connaught Road Central, Hong Kong

ABCI Securities Company Limited

10/F, Agricultural Bank of China Tower, 50 Connaught Road Central, Hong Kong

Haitong International Securities Company Limited

22/F Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong

First Capital Securities Limited

Unit 4512, 45/F., The Center, 99 Queen’s Road Central, Hong Kong

Zhongtai Financial International Limited

19/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Central, HK

Huineng Securities Limited

Room 6111–6112, 61/F, The Center, 99 Queen’s Road, Central, Hong Kong

ChaoShang Securities Limited

Room 2206–10, China Resources Building, 26 Harbour Road, WanChai, Hong Kong

Livermore Holdings Limited

Unit 1214A, 12/F, Tower II Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon, Hong Kong

Guoyuan Capital (Hong Kong) Limited

22/F, CCB Tower, 3 Connaught Road Central Hong Kong

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, November 27, 2019 until 12:00 noon on Monday, December 2, 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to BANK OF CHINA (HONG KONG) NOMINEES LIMITED — CHEN LIN EDUCATION GROUP PUBLIC OFFER attached should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above at the following times:

Wednesday, November 27, 2019	—	9:00 a.m. to 5:00 p.m.
Thursday, November 28, 2019	—	9:00 a.m. to 5:00 p.m.
Friday, November 29, 2019	—	9:00 a.m. to 5:00 p.m.
Saturday, November 30, 2019	—	9:00 a.m. to 1:00 p.m.
Monday, December 2, 2019	—	9:00 a.m. to 12:00 noon

The application lists will be open between 11:45 a.m. to 12:00 noon on Monday, December 2, 2019, the last application day or such later time as described in the paragraph headed “How to Apply for Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Operating of the Applications Lists” in the Prospectus.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** service at www.eipo.com.hk from 9:00 a.m. on Wednesday, November 27, 2019 until 11:30 a.m. on Monday, December 2, 2019 (24 hours daily, except on the last application day) and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, December 2, 2019 (or such later time as described in the section “How to Apply for the Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus).

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates⁽¹⁾:

Wednesday, November 27, 2019	—	9:00 a.m. to 8:30 p.m.
Thursday, November 28, 2019	—	8:00 a.m. to 8:30 p.m.
Friday, November 29, 2019	—	8:00 a.m. to 8:30 p.m.
Monday, December 2, 2019	—	8:00 a.m. to 12:00 noon

Note:

- (1) These times are subject to changes as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, November 27, 2019 until 12:00 noon on Monday, December 2, 2019 or such later time as described in the section “How to Apply for the Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for the Hong Kong Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The application for the Hong Kong Offer Shares will commence on Wednesday, November 27, 2019 through Monday, December 2, 2019. The application monies (including brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on or before Thursday, December 12, 2019. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Friday, December 13, 2019.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offer Shares on Thursday, December 12, 2019 on the Company’s website at **www.chenlin-edu.com** and the website of the Stock Exchange at **www.hkexnews.hk**.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and date and in the manner specified the section headed “How to Apply for the Hong Kong Public Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, December 13, 2019 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, December 13, 2019. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Company is 1593.

On behalf of the Board of Directors
Chen Lin Education Group Holdings Limited
Huang Yulin
Chairman

Hong Kong, November 27, 2019

As at the date of this announcement, the board of directors of the Company comprises Mr. Huang Yulin, Mr. Huang Boqi, Mr. Zheng Junhui, Mr. Li Cunyi, Mr. Bau Siu Fung, Mr. Wang Li, Ms. Gan Tian as executive Directors; Mr. Chan Hon Ki, Mr. Chen Wanlong, Mr. Huang Juyun and Mr. Wang Donglin as independent non-executive Directors.