

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 27 July 2020 (the “**Prospectus**”) of Leader Education Limited (the “**Company**”).

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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 any securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares there being offered.

This announcement is 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 constitute or form a part of any offer to sell or solicitation of any offer to buy or subscribe for securities in Hong Kong, the United States or elsewhere. The securities referred to in this announcement 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 and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Huatai Financial Holdings (Hong Kong) Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager (its affiliates or any person acting for it) to conduct any such stabilising action. Such stabilising action, if commenced, (a) will be conducted at the sole and absolute discretion of the Stabilising Manager (its affiliates or any person acting for it) and in what the Stabilising Manager reasonably regards as the best interest of the Company, (b) may be discontinued at any time and (c) is required to be brought to an end within 30 days of the last day for lodging applications under the Hong Kong Public Offering. Such stabilisation 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 Stabilising) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Saturday, 29 August 2020, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

# Leader Education Limited

立德教育有限公司

*(Incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>: 166,667,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 16,668,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>: 149,999,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$2.60 per Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%</b>
<b>Nominal value</b>	<b>: US\$0.01 per Share</b>
<b>Stock code</b>	<b>: 1449</b>

*Sole Sponsor and Sole Global Coordinator*



*Joint Bookrunners*



Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering and the Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme, as further described in the Prospectus. Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Thursday, 6 August 2020, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 6 August 2020. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at <http://www.leader-education.cn/>.

The Global Offering comprises the Hong Kong Public Offering of initially 16,668,000 Shares (subject to adjustment) and the International Offering of initially 149,999,000 Shares (subject to adjustment and the Over-allotment Option), representing approximately 10% and 90% of the total number of Offer Shares initially being offered under the Global Offering, respectively. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment 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. If such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, in accordance with Guidance Letter HKEX-GL91-18, the maximum total number of Offer Shares under the Hong Kong Public Offering (including the Offer Shares that may be reallocated to the Hong Kong Public Offering) will be 33,336,000 Offer Shares, representing two times the number of the Offer Shares initially available under the Hong Kong Public Offering, and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$2.10 per Offer Share) stated in the Prospectus.

In connection with the Global Offering, the Over-allotment Option Grantor is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) from the Listing Date until the 30th day from the last day for lodging applications under the Hong Kong Public Offering, to require the Over-allotment Option Grantor to sell up to an aggregate of 25,000,000 Shares, representing not more than 15% of the total number of the initial Offer Shares, at the same price per Offer Share 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 <http://www.leader-education.cn/> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). For details, please refer to the section headed “Structure of the Global Offering” in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and the Company’s 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 any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange 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 advice of their stockbrokers or other professional advisers for details of the settlement arrangement, as such arrangements may affect their rights and interest.

The Offer Price will not be more than HK\$2.60 per Offer Share and is expected to be not less than HK\$2.10 per Offer Share, unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$2.60 per Offer Share plus brokerage fee 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\$2.60 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\$2.60 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 section headed “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. Any refund of your application monies will be made on or before Wednesday, 5 August 2020.

**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 relevant Application Forms, the IPO App and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the HK eIPO White Form service.**

Applicants who would like the Hong Kong Offer Shares to be allotted in their own names should either (i) complete and sign the **WHITE** Application Form or (ii) submit applications online through the **HK eIPO White Form** service in the **IPO App** or on the designated website at [www.hkeipo.hk](http://www.hkeipo.hk). Applicants who would like the Hong Kong Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participants stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Form or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 27 July 2020 until 12:00 noon on Thursday, 30 July 2020 from:

1. the following offices of the Joint Bookrunners:

<b>Huatai Financial Holdings (Hong Kong) Limited</b>	62/F, The Center 99 Queens Road Central Hong Kong
<b>CMB International Capital Limited</b>	45/F Champion Tower 3 Garden Road Central Hong Kong

2. any of the following branches of the receiving bank for the Hong Kong Public Offering:

**CMB Wing Lung Bank Limited :**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong</b>	Head office	45 Des Voeux Road Central
	North Point Branch	361 King's Road
<b>Kowloon</b>	Mongkok Branch	B/F CMB Wing Lung Bank Centre, 636 Nathan Road

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 27 July 2020 until 12:00 noon on Thursday, 30 July 2020 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 attached and marked payable to "**CMB WING LUNG (NOMINEES) LIMITED – LEADER EDUCATION LTD PUBLIC OFFER**" should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms as follows:

Monday, 27 July 2020	–	10:00 a.m. to 4:00 p.m.
Tuesday, 28 July 2020	–	10:00 a.m. to 4:00 p.m.
Wednesday, 29 July 2020	–	10:00 a.m. to 4:00 p.m.
Thursday, 30 July 2020	–	10:00 a.m. to 12:00 noon

The latest time for lodging your application is 12:00 noon on Thursday, 30 July 2020. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the section headed "How to Apply for the Hong Kong Offer Shares-10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Applications Lists" in the Prospectus.

Applicants applying through the **HK eIPO White Form** service may submit applications in the **IPO App** or on the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, 27 July 2020 until 11:30 a.m. on Thursday, 30 July 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 30 July 2020 or such later time as described in the section headed “How to Apply for the Hong Kong Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions 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<sup>(1)</sup>:

Monday, 27 July 2020	–	9:00 a.m. to 8:30 p.m.
Tuesday, 28 July 2020	–	8:00 a.m. to 8:30 p.m.
Wednesday, 29 July 2020	–	8:00 a.m. to 8:30 p.m.
Thursday, 30 July 2020	–	8:00 a.m. to 12:00 noon

*Note:*

- (1) The times in this sub-section are subject to change 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 Monday, 27 July 2020 until 12:00 noon on Thursday, 30 July 2020 (24 hours daily, except on Thursday, 30 July 2020, the last application day) or such later time as described in the section headed “How to Apply for the Hong Kong Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, 30 July 2020, the last application day or such later time as described in the section headed “How to Apply for the Hong Kong Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.

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

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 Offer Shares on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the Company’s website <http://www.leader-education.cn/> on Wednesday, 5 August 2020.

The results of allocations (with the successful applicants’ Hong Kong identity card/passport/Hong Kong business registration numbers, where applicable) under the Hong Kong Public Offering will be made available from Wednesday, 5 August 2020 through a variety of channels including the website of the Company at <http://www.leader-education.cn/> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) at the times and date and in the manner specified in the section headed “How to Apply for the Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title in respect of the Shares. Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, 6 August 2020 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “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 sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 6 August 2020. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1449.

By order of the Board  
**Leader Education Limited**  
**LIU Laixiang**  
*Chairman of the Board*

Hong Kong, 27 July 2020

*As at the date of this announcement, 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.*