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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Leader Education Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)**

**PROPOSED DECLARATION AND PAYMENT  
OF  
INTERIM DIVIDEND  
OUT OF THE SHARE PREMIUM ACCOUNT  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of Leader Education Limited 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 10:00 a.m. on Monday, 22 May 2023 is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy 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 form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

4 May 2023

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, supplemented, modified or restated from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“Company”	Leader Education Limited (立德教育股份有限公司) (stock code: 1449), an exempted company incorporated in the Cayman Islands with limited liability on 17 June 2019
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary 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 10:00 a.m. on Monday, 22 May 2023
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Dividend”	the proposed interim dividend for the six months ended 28 February 2023 of HK10.5 cents per Share as recommended by the Board
“Latest Practicable Date”	26 April 2023, being the latest practicable date for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rule”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Record Date”	31 May 2023, the date for determining entitlement to the Interim Dividend
“Register of Members”	the register of members of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share in the share capital of the Company
“Share Premium Account”	the share premium account of the Company
“Shareholder(s)”	holder(s) of share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

\* *for identification purpose only*

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**LETTER FROM THE BOARD**

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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)**

*Executive Directors:*

Mr. Liu Laixiang

*(Chairman and Chief Executive Officer)*

Ms. Dong Ling

Mr. Wang Yunfu

Mr. Che Wenge

*Registered office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Hutchins Drive

*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

4 May 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED DECLARATION AND PAYMENT  
OF  
INTERIM DIVIDEND  
OUT OF THE SHARE PREMIUM ACCOUNT  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

As disclosed in the announcement of the Company dated 28 April 2023 in respect of the interim results of the Company for the six months ended 28 February 2023, the Board has recommended the payment of the Interim Dividend out of the Share Premium Account to the Shareholders whose names appear on the Register of Members at the close of business on the Record Date.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM for the proposed declaration and approval of the payment of the Interim Dividend. Notice of the EGM is set out on pages 7 to 8 of this circular.

### **INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT**

The Interim Dividend is intended to be paid out of the Share Premium Account pursuant to Articles 134 and 136 of the Articles of Association and in accordance with the Companies Act.

As at 28 February 2023, based on the unaudited interim condensed consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was RMB250.8 million (approximately HK\$284.3 million).

As at the Latest Practicable Date, the Company has 666,667,000 Shares in issue.

Assuming that there will be no change in the share capital of the Company from the Latest Practicable Date up to the Record Date, the Interim Dividend in the aggregate amount of approximately HK\$70 million (approximately RMB61.4 million) will be paid out of the Share Premium Account. Following the payment of the Interim Dividend, RMB189.4 million (approximately HK\$214.7 million) will remain standing to the credit of the Share Premium Account.

### **Conditions to the Payment of the Interim Dividend out of the Share Premium Account**

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend out of the Share Premium Account pursuant to Articles 134 and 136 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about 14 June 2023 to those Shareholders whose names appear on the Register of Members at the close of business on the Record Date.

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## LETTER FROM THE BOARD

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The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid.

### **Reasons for and effect of the payment of the Interim Dividend out of the Share Premium Account**

The Board considers it appropriate to distribute the Interim Dividend in recognition of Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the Interim Dividend be paid out of the Share Premium Account in accordance with Articles 134 and 136 of the Articles of Association and the Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the EGM, the Register of Members will be closed from Wednesday, 17 May 2023 to Monday, 22 May 2023, both dates inclusive, during which period no transfer of shares will be effected. To be eligible and attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 May 2023.

To determine the entitlement to the proposed Interim Dividend, the Register of Members will be closed from Monday, 29 May 2023 to Wednesday, 31 May 2023, both days inclusive, during which period no transfers of Shares shall be effected. To be eligible to receive the Interim Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 25 May 2023.

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## LETTER FROM THE BOARD

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### EXTRAORDINARY GENERAL MEETING

Notice of the EGM is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company 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 the EGM (i.e. 10:00 a.m. on Saturday, 20 May 2023). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

### VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors are of the opinion that the proposed resolution in respect of the declaration and payment of the Interim Dividend out of the Share Premium Account at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM.

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



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Leader Education Limited (the “**Company**”) will 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 10:00 a.m. on Monday, 22 May 2023 for the following purposes:

#### **ORDINARY RESOLUTION**

As ordinary business to consider and, if thought fit, pass, with or without modification the following resolution as an ordinary resolution:

- (a) the declaration and payment of an interim dividend of HK10.5 cents (the “**Interim Dividend**”) per ordinary share of the Company out of the share premium account of the Company to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Interim Dividend be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as such director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Interim Dividend.

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

Harbin, Heilongjiang Province, PRC, 4 May 2023

*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.*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 17 May 2023 to Monday, 22 May 2023, 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 branch share registrar in Hong Kong, 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 Tuesday, 16 May 2023.
2. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In the case of joint registered holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint holding.
4. In order to be valid, the signed and completed form of proxy must be deposited 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 of the EGM (i.e. not later than 10:00 a.m. on Saturday, 20 May 2023) or any adjournment thereof. If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's branch share registrar in Hong Kong together with the form of proxy.