
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or the transferee 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 or the 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
IN RELATION TO
PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND
ADOPTION OF THE NEW ARTICLES
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 22 December 2023 (the “**First Circular**”).

A notice dated 22 December 2023 convening the Annual 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 3:30 p.m. on 23 February 2024 is set out in the First Circular. The supplemental notice of the Annual General Meeting is set out on pages 8 to 9 of this supplemental circular.

A revised form of proxy is enclosed herewith and shall supersede the form of proxy despatched to the Shareholders on 22 December 2023. Whether or not you are able to attend the meeting in person, you are requested to complete the revised 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 (i.e. not later than 3:30 p.m. on 21 February 2024). Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

1 February 2024

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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 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

1 February 2024

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR
IN RELATION TO
PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND
ADOPTION OF THE NEW ARTICLES
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular (the “**Supplemental Circular**”) should be read in conjunction with the First Circular and the notice of the AGM dated 22 December 2023 (the “**First Notice**”). Unless indicated otherwise, the capitalized terms used in this Supplemental Circular shall have the same meanings as those defined in the First Circular.

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to give you the supplemental notice of the AGM (the “**Supplemental Notice**”), details of which are set out on pages 8 to 9 of this Supplemental Circular, and to provide you with further information on the resolution to be proposed at the AGM regarding the Proposed Amendments to the existing Articles and adoption of the New Articles.

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND ADOPTION OF THE NEW ARTICLES

The Board proposes to amend the existing Articles for the purposes of, among others, (i) updating and bringing the existing Articles in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) better aligning the amendments of the existing Articles for house keeping purposes with the provisions of the Listing Rules and the applicable laws of the Cayman Islands (collectively, the “**Proposed Amendments**”). For the purposes of the Proposed Amendments, the Board proposes to adopt the third amended and restated articles of association which consolidates the Proposed Amendments in substitution for, and to the exclusion of the existing Articles in their entirety (the “**New Articles**”).

Details of the Proposed Amendments are set out in Appendix I to this Supplemental Circular. A special resolution will be proposed at the AGM to approve the Proposed Amendments and adoption of the New Articles.

The Company has been advised by its legal advisers as to the Hong Kong laws that the Proposed Amendments conform with the applicable requirements of Appendix A1 to the Listing Rules and the Company has been advised by its legal advisers as to Cayman Islands laws that the Proposed Amendments do not violate the applicable laws of Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments and the proposed adoption of the New Articles are subject to consideration and approval by the Shareholders by way of a special resolution to be proposed at the AGM.

LETTER FROM THE BOARD

SUPPLEMENTAL NOTICE OF AGM AND REVISED PROXY FORM

Since the First Notice and the form of proxy (the “**First Proxy Form**”) despatched together with the First Circular on 22 December 2023 do not contain the proposed revised resolution in relation to the Proposed Amendments and adoption of the New Articles as set out in this Supplemental Circular, a Supplemental Notice and a revised form of proxy (the “**Revised Proxy Form**”) are enclosed with this Supplemental Circular to include such proposed revised resolution. A Supplemental Notice convening the AGM to be held on 23 February 2024 at 3:30 p.m. 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 is set out on pages 8 to 9 of this Supplemental Circular.

The Revised Proxy Form is enclosed with this Supplemental Circular. Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the enclosed Revised 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 Annual General Meeting or any adjournment thereof (i.e. not later than 3:30 p.m. on 21 February 2024) (the “**Closing Time**”). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

The Revised Proxy Form supersedes the First Proxy Form. A Shareholder who has not yet lodged the First Proxy Form with the Company’s Hong Kong branch share registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s Hong Kong branch share registrar. A Shareholder who has already lodged the First Proxy Form with the Company’s Hong Kong branch share registrar should take note of the following:

- (i) if no Revised Proxy Form is lodged with the Company’s branch share registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, including the additional proposed resolution as set out in this Supplemental Circular and the Supplemental Notice;
- (ii) if the Revised Proxy Form is lodged with the Company’s branch share registrar in Hong Kong before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder; and

LETTER FROM THE BOARD

- (iii) if the Revised Proxy Form is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's branch share registrar in Hong Kong.

Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company's branch share registrar in Hong Kong before the Closing Time.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

RECOMMENDATION

The Directors consider that the Proposed Amendments and the proposed adoption of the New Articles which consolidates the Proposed Amendments in substitution for, and to the exclusion of the existing Articles as set out in the Supplemental Notice is in the best interests of the Company and the Shareholders. The Directors believe that the Proposed Amendemnts and the proposed adoption of the New Articles as set out in the Supplemental Notice is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolution proposed at the AGM.

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.

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

The details of the Proposed Amendments are as follows:

151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~

158. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company ~~to a Member~~ shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:

...

(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(54); ~~subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;~~

(f) by publishing it on the Company's website or the website of the Designated Stock Exchange to which the relevant person may have access, ~~subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability");~~ or

...

- (2) ~~The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.~~
- (32) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (43) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
- (54) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
- (65) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member

159. Any Notice or other document:

...

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;

- ~~(e)~~ if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;
- ~~(c)~~(d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- ~~(d)~~(e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.
160. (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the ~~notice~~Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

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 the annual general meeting (the “**First Notice**”) of Leader Education Limited (the “**Company**”) dated 22 December 2023, which sets out details of the annual general meeting (the “**AGM**”) 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 23 February 2024. This supplemental notice shall be read together with the First Notice. Apart from the additional resolution sets out below, all the information contained in the First Notice remains valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled, to consider and, if thought fit, pass the following resolution as a special resolution of the Company, in addition to the resolutions set out in the First Notice:

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as special resolution (with or without modification):

8. **“THAT:**

- (a) the proposed amendments to the second amended and restated articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix I to the supplemental circular of the Company dated 1 February 2024, be and are hereby approved;
- (b) the third amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the “**New Articles**”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing second amended and restated articles of association of the Company with immediate effect; and

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (c) any one director, secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

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

Harbin, Heilongjiang Province, PRC, 1 February 2024

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.

Notes:

1. A revised form of proxy (the “**Revised Proxy Form**”) is enclosed with the supplemental circular of the Company dated 1 February 2024. Please refer to the section headed “**Supplemental Notice of AGM and Revised Proxy Form**” on pages 3 to 4 of the supplemental circular of the Company dated 1 February 2024 for the arrangements regarding the completion and submission of the Revised Proxy Form.
2. Please refer to the First Notice for details of the other resolutions to be considered at the AGM and other relevant matters.