

*Unless otherwise defined in this announcement, terms defined in the Prospectus dated 10 March 2017 (the “**Prospectus**”) issued by Minsheng Education Group Company Limited (the “**Company**”) have the same meanings when used in this announcement.*

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*This announcement is not, and is not intended to be, an offer of securities of the Company for sale in any jurisdiction, including, without limitation, the United Kingdom, Australia, Japan, Canada or the United States. The Shares of the Company have not been, and will not be, registered under the United States Securities Act 1933, as amended (the “**U.S. Securities Act**”) and may not be offered, sold, pledged, transferred or delivered 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. This announcement and the information contained herein are not for release, publication or distribution, directly or indirectly, in or into the United States.*

*In connection with the Global Offering, Citigroup Global Markets Asia Limited, as the 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, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last date for the lodging applications under the Hong Kong Public Offering, being 14 April 2017. 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, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising actions 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 the 30th day after the last date for lodging applications under the Hong Kong Public Offering, being 14 April 2017. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.

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 Shares being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related application forms. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong.

Minsheng Education Group Company Limited
民生教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 1,000,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 100,000,000 Shares (subject to reallocation and adjustment)
Number of International Placing Shares : 900,000,000 Shares (subject to reallocation, adjustment and the Over-allotment Option)
Maximum Offer Price : HK\$1.52 per Offer 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)
Nominal value : US\$0.00001 per Share
Stock code : 1569

Joint Sponsors, Joint Global Coordinators and Joint Bookrunners
(in alphabetical order)



Joint Lead Managers (in alphabetical order)



Application has been made to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the shares of the Company, comprising (a) 1,000,000,000 Shares to be issued under the Global Offering, (b) 150,000,000 Shares which may be issued upon the exercise of the Over-allotment Option and (c) 400,000,000 Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme.

Assuming the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m. on 22 March 2017, it is expected that dealings in the Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on 22 March 2017. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

The Global Offering comprises the Hong Kong Public Offering of 100,000,000 Shares (subject to adjustment), representing 10% of the total number of Offer Shares under the Global Offering, and the International Placing of 900,000,000 Shares (subject to the Over-allotment Option and adjustment), 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 Placing will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

Subject to the granting of the approval for the 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 on any other date HKSCC chooses. Settlement of transaction 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.

The Offer Price will not be more than HK\$1.52 per Offer Share and is currently expected to be not less than HK\$1.24 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.52 per Offer Share together with brokerage of 1%, 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\$1.52 per Offer.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

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 10 March 2017, until 12:00 noon on 15 March 2017 at:

1. any of the following offices of the Joint Bookrunners:

Name	Address
Citigroup Global Markets Asia Limited	50/F Champion Tower 3 Garden Road Central Hong Kong
Macquarie Capital Limited	Level 18 One International Finance Centre 1 Harbour View Street Central Hong Kong

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

	Branch Name	Address
Hong Kong Island:	Bank of China Tower Branch	3/F, 1 Garden Road
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	Wan Chai (Wu Chung House) Branch	213 Queen's Road East, Wan Chai
	Aberdeen Branch	25 Wu Pak Street, Aberdeen

	Branch Name	Address
Kowloon:	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok
	Prince Edward Branch	774 Nathan Road, Kowloon
	Tsim Sha Tsui East Branch	Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East, Kowloon
	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
New Territories:	Citywalk Branch	Shop 65, G/F, Citywalk, 1 Yeung Uk Road, Tsuen Wan
	Yuen Long Branch	102-108 Castle Peak Road, Yuen Long
	City One Sha Tin Branch	Shop Nos.24-25, G/F, Fortune City One Plus, No.2 Ngan Shing Street, ShaTin
	Sheung Shui Branch Securities Services Centre	136 San Fung Avenue, Sheung Shui

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on 10 March 2017, until 12:00 noon on 15 March 2017 at

- the **Depository Counter** of **HKSCC** at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- your stockbroker, who may have such Application Forms and the Prospectus available.

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 — MINSHENG EDUCATION PUBLIC OFFER" attached should be deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit their applications to the **White Form eIPO** Service Provider through the designated website at www.eipo.com.hk from 9:00 a.m. on 10 March 2017, until 11:30 a.m. on 15 March 2017 (24 hours daily, except on the last application day) (or such later time as may apply as described in the section headed “How to Apply for Public Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on 10 March 2017, until 12:00 noon on 15 March 2017.

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

The Company expects to announce the final Offer Price together with the level of indications of interest in the International Placing and the level of applications and the basis of allocations in the Hong Kong Public Offer on 21 March 2017 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the Company’s website at www.minshengedu.com and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations (with successful applicants’ identification document numbers, where applicable) will be made available through a variety of channels as described in the section “How to Apply for the Public Offer Shares — Publication of Results” in the Prospectus from 21 March 2017.

Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on 22 March 2017. The Shares will be traded in board lots of 2,000 Shares. The Company will not issue temporary documents of title. No receipt will be issued for application monies paid. The stock code for the Shares is 1569.

By Order of the Board of Directors
Minsheng Education Group Company Limited
Li Xuechun
Chairman

Hong Kong, 10 March 2017

As at the date of this announcement, our executive directors are Li Xuechun, Zhang Weiping, Zuo Yichen and Lam Ngai Lung and our independent non-executive directors are Chan Ngai Sang, Kenny, Yu Huangcheng and Wang Wei Hung, Andrew.

This announcement can be viewed on the Company’s website at www.minshengedu.com and the website of the Stock Exchange at www.hkexnews.hk.

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*