

## IMPORTANT

**IMPORTANT:** If you are in doubt about any of the contents of this document, you should obtain independent professional advice.



# China Education Group Holdings Limited

## 中國教育集團控股有限公司

(incorporated in the Cayman Islands with limited liability  
and carrying on business in Hong Kong as “ChinaEdu 中教常春藤”)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 500,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 50,000,000 Shares (subject to reallocation)
Number of International Offering Shares	: 450,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$7.02 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, subject to refund)
Nominal Value	: HK\$0.00001 per Share
Stock Code	: 839

#### Sole Sponsor



**BNP PARIBAS**

#### Joint Global Coordinators



**BNP PARIBAS**



#### Joint Bookrunners and Joint Lead Managers



**BNP PARIBAS**



**ICBC 工银国际**



**農銀國際**  
ABC INTERNATIONAL



**建银国际**  
CCB International



**中信建投國際**  
China Securities International



**海通國際**  
HAITONG

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A copy of this document, having attached thereto the documents specified in the paragraph headed “Documents Delivered to the Registrar of Companies” in Appendix VI, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any other document referred to above.

The Offer Price is expected to be fixed by agreement between BNP Paribas (on behalf of the Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 8 December 2017 and, in any event, not later than Saturday, 9 December 2017. The Offer Price will be not more than HK\$7.02 and is currently expected to be not less than HK\$5.86. If, for any reason, the Offer Price is not agreed by 5:00 p.m. on Saturday, 9 December 2017 between BNP Paribas (on behalf of the Underwriters) and our Company, the Global Offering will not proceed and will lapse immediately.

BNP Paribas (on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by BNP Paribas (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See the section headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination”.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this document, including the risk factors set out in the section headed “Risk Factors”. The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure subscribers for, the Hong Kong Offer Shares, are subject to termination by BNP Paribas (on behalf of the Underwriters) if certain events shall occur prior to 8:00 a.m. on Friday, 15 December 2017. Such grounds are set out in the section headed “Underwriting”. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S). The Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S.

5 December 2017