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Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 5 December 2017 (the “**Prospectus**”) issued by China Education Group Holdings Limited (the “**Company**”).

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 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.

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). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares 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. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Shares are being offered and sold outside the United States as offshore transactions in reliance on Regulation S under the U.S. Securities Act.

In connection with the Global Offering, BNP Paribas Securities (Asia) Limited, as stabilisation manager (the “**Stabilisation Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, to the extent permitted by the applicable laws and regulatory requirements of Hong Kong or elsewhere, may over-allocate or effect transactions with a view to stabilising or maintaining the market price of our Shares at such prices, in such amounts and in such manner as the Stabilisation Manager, its affiliates or any person acting for it, may determine and at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the commence of trading of the Shares on the Stock Exchange and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilisation Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, may be discontinued at any time at the Stabilisation Manager’s sole discretion and in any event, within 30 days from the last day for lodging of 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 Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 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 Sunday, 7 January 2018, 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, and demand for the Shares and the price of the Shares could fall.



## 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**



**CITIC CLSA**  
Securities



**ICBC**



**工銀國際**



**農銀國際**  
ABC INTERNATIONAL



**建銀國際**  
CCB International



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



**海通國際**  
HAITONG

An 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, (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Global Offering; and (iii) the Shares that may be issued pursuant to the exercise of the Over-allotment Option, the options granted under the Pre-IPO Share Option Scheme and the options which may be granted under the Post-IPO Share Option Scheme. The Global Offering comprises the Hong Kong Public Offering of initially 50,000,000 Shares, representing 10% of the total number of Offer Shares initially being offered in the Global Offering (subject to reallocation), and the International Offering of initially 450,000,000 Shares, representing 90% of the total number of Offer Shares initially being offered in the Global Offering (subject to reallocation and the Over-allotment Option). In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to BNP Paribas, and exercisable by BNP Paribas, to require the Company to allot and issue up to an aggregate of 75,000,000 additional Shares, representing 15% of the initial number of Offer Shares to cover over-allocations in the International Offering. The allocation of the Shares between the Hong Kong Public Offering and the International Offering is subject to adjustment as stated in the section headed “Structure of the Global Offering” in the Prospectus.

Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 15 December 2017, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on 15 December 2017. In the event that the Over-allotment Option is exercised, an announcement will be made on the website of the Company at [www.chinaeducation.hk](http://www.chinaeducation.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Offer Price will not be more than HK\$7.02 per Offer Share and is expected to be not less than HK\$5.86 per Offer Share unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$7.02 for each Offer Share together with a brokerage fee 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\$7.02 per Offer Share.

Subject to the granting of 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 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 enabling the Shares to be admitted into CCASS.

**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 WHITE or YELLOW Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) for the White Form eIPO Service.** Applicants who would like to be allocated the Hong Kong Offer Shares registered in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Form, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 5 December 2017 until 12:00 noon on Friday, 8 December 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or their stockbroker, who may have such Application Forms and Prospectus available; 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 Tuesday, 5 December 2017, until 12:00 noon on Friday, 8 December 2017 from:

1. any of the following offices of the Hong Kong Underwriters:

**BNP Paribas Securities (Asia) Limited**

62/F  
Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

<b>CLSA Limited</b>	18/F, One Pacific Place 88 Queensway Hong Kong
<b>ICBC International Securities Limited</b>	37/F, ICBC Tower 3 Garden Road Hong Kong
<b>ABCI Securities Company Limited</b>	10/F, Agricultural Bank of China Tower 50 Connaught Road Central Central Hong Kong
<b>CCB International Capital Limited</b>	12/F, CCB Tower 3 Connaught Road Central Central Hong Kong
<b>China Securities (International) Corporate Finance Company Limited</b>	18/F, Two Exchange Square 8 Connaught Place Central Hong Kong
<b>Haitong International Securities Company Limited</b>	22/F, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
<b>Pacific Foundation Securities Limited</b>	11/F, New World Tower Two 16-18 Queen's Road Central Central Hong Kong

2. any of the following branches of the receiving bank, Standard Chartered Bank (Hong Kong) Limited:

<b>Region</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	Causeway Bay Branch	G/F to 2/F, Yee Wah Mansion, 38- 40A Yee Wo Street, Causeway Bay
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay

<b>Region</b>	<b>Branch Name</b>	<b>Address</b>
<b>Kowloon</b>	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F Golden Crown Court, 66-70 Nathan Road, Tsimshatsui
	Mei Foo Manhattan Branch	Shop Nos. 07 & 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen
	Cheung Sha Wan Branch	G/F, 828 Cheung Sha Wan Road, Cheung Sha Wan
<b>New Territories</b>	Tuen Mun Town Plaza Branch	Shop No. G047-G052, Tuen Mun Town Plaza Phase I, Tuen Mun
	Yuen Long Fung Nin Road Branch	Shop B at G/F and 1/F, Man Cheong Building, 239-247&247A Castle Peak Road, Yuen Long

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "Horsford Nominees Limited – China Education Public Offer" or "浩豐代理人有限公司 – 中國教育公開發售" should be securely stapled, should be deposited in the special collection boxes provided at any of the branches and sub-branches referred to above on the following dates during the following times:

**Tuesday, 5 December 2017 – 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 6 December 2017 – 9:00 a.m. to 5:00 p.m.**  
**Thursday, 7 December 2017 – 9:00 a.m. to 5:00 p.m.**  
**Friday, 8 December 2017 – 9:00 a.m. to 12:00 noon**

Applicants applying via the **White Form eIPO** may submit their applications through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Tuesday, 5 December 2017 until 11:30 a.m. on Friday, 8 December 2017 (24 hours daily, except on the last application day) (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. 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 Tuesday, 5 December 2017 until 12:00 noon on Friday, 8 December 2017. The application lists will open from 11:45 a.m. to 12:00 noon on Friday, 8 December 2017 (or such later date as may apply in case of certain bad weather conditions as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather 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 Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, 14 December 2017, in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the website of the Company at [www.chinaeducation.hk](http://www.chinaeducation.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Hong Kong Public Offering, the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of Hong Kong Offer Shares successfully applied for under **WHITE** and **YELLOW** Application Forms, by **White Form eIPO** and by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels on Thursday, 14 December 2017 as described in the section headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application monies paid. Share certificates will only become valid documents of title provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting – Underwriting Arrangement and Expenses – Hong Kong Public Offering – Grounds for Termination” in the Prospectus has lapsed, which is expected to be at 8:00 a.m. on Friday, 15 December 2017.

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 15 December 2017, dealings in the Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 15 December 2017. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 839.

By order of the board of directors of  
**China Education Group Holdings Limited**  
**Yu Guo Xie Ketao**  
*Co-chairmen and executive directors*

Hong Kong, Tuesday, 5 December 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Yu Guo, Mr. Xie Ketao, Dr. Yu Kai, Ms. Xie Shaohua, and the independent non-executive directors of the Company are Dr. Gerard A. Postiglione, Dr. Rui Meng, Dr. Wu Kin Bing.*

*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).*