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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the prospectus dated July 24, 2018 (the “**Prospectus**”) issued by Hope Education Group Co., Ltd. (the “**Company**”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered. The Company has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended.*

Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Prospectus.

*In connection with the Global Offering, Citigroup Global Markets Asia Limited as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if taken, 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 (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, August 26, 2018, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



HOPE EDUCATION GROUP CO., LTD.

希望教育集團有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 1,666,668,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 166,668,000 Shares (subject to reallocation)
Number of International Offer Shares	: 1,500,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price (subject to a Downward Offer Price Adjustment)	: HK\$1.92 per Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application, subject to refund) (If the Offer Price is set at 10% below the bottom end of the indicative Offer Price after making a Downward Offer Price Adjustment, the Offer Price will be HK\$1.37 per Hong Kong Offer Share)
Nominal value	: US\$0.00001 per Share
Stock code	: 1765

Joint Sponsors



CMS  **招商證券國際**

Joint Global Coordinators



CMS  **招商證券國際**

Joint Bookrunners and Joint Lead Managers



CMS  **招商證券國際**



The Company has applied to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option) and the Shares which may be issued pursuant to the exercise of the options which have been granted under the 2018 Pre-IPO Share Option Scheme. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, August 3, 2018. In the event the Over-allotment Option is exercised, an announcement will be made by the Company which will be posted on the website of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.hope55.com).

The Global Offering comprises the Hong Kong Public Offering of initially 166,668,000 Shares (subject to reallocation) representing approximately 10.0% of the total number of Offer Shares initially available under the Global Offering, and the International Offering of initially 1,500,000,000 Shares (subject to reallocation and the Over-allotment Option) representing approximately 90.0% of the total number of Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus. In particular, the Joint Global Coordinators and the Joint Sponsors may, at their sole discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Rules Governing the Listing of Securities on the Stock Exchange, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 333,336,000 Offer Shares).

Under the International Underwriting Agreement, the Company is expected to grant to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), the Over-allotment Option, exercisable within 30 days from the last day for lodging applications under the Hong Kong Public Offering (the last day for exercise of the Over-allotment Option being Sunday, August 26, 2018) to require the Company to issue up to 250,000,000 additional Offer Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Offering, if any.

Subject to the granting of the approval for 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 such other date as may be 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 to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.92 per Offer Share and is currently expected to be not less than HK\$1.52 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus (subject to a reduction of up to 10% below the bottom end of the indicative Offer Price range) through making a Downward Offer Price Adjustment as set out in the Prospectus. If the Offer Price is set after making a 10% Downward Offer Price Adjustment, the Offer Price will be HK\$1.37 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.92 per Offer Share together with 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\$1.92 per Offer Share.

If the Company decides to reduce the Offer Price by making a Downward Offer Price Adjustment (a reduction of up to 10% below HK\$1.52), the Company will separately announce the final Offer Price no later than Thursday, August 2, 2018 on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.hope55.com.

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 relevant Application Forms and the designated website (www.eipo.com.hk) for White Form eIPO.

Applicants who wish to be issued the Hong Kong Offer Shares in their own names should either (i) complete and sign the **WHITE** Application Form; 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 wish to have the 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 either (i) complete and sign the **YELLOW** Application Form; 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, July 24, 2018 till 12:00 noon on Friday, July 27, 2018 (or such later date as may apply as described in the section headed “How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening the Application Lists” in the Prospectus) from the addresses of the following Hong Kong Underwriters:

China Merchants Securities (HK) Co., Limited

48/F, One Exchange Square
Central
Hong Kong

CCB International Capital Limited

12/F, CCB Tower
3 Connaught Road Central
Central
Hong Kong

ABCI Securities Company Limited

10/F, Agricultural Bank of China Tower
50 Connaught Road
Central
Hong Kong

China Everbright Securities (HK) Limited

24/F Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

First Capital Securities Limited

Unit 4512, 45/F, The Center
99 Queen’s Road
Central
Hong Kong

or any of the designated branches of the following receiving bank:

Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Sheung Wan Branch	Shop 1-4, G/F, Tung Hip Commercial Building, 244-248 Des Voeux Road Central, Hong Kong
	King's Road Branch	131-133 King's Road, North Point, Hong Kong
Kowloon	Ma Tau Kok Road Branch	39-45 Ma Tau Kok Road, To Kwa Wan, Kowloon
	194 Cheung Sha Wan Road Branch	194-196 Cheung Sha Wan Road, Sham Shui Po, Kowloon
New Territories	Tseung Kwan O Plaza Branch	Shop 112-125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O, New Territories
	Kwai Chung Plaza Branch	A18-20, G/F Kwai Chung Plaza, 7-11 Kwai Foo Road, Kwai Chung, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, July 24, 2018 till 12:00 noon on Friday, July 27, 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, Central, Hong Kong or your stockbroker, who may have **YELLOW** 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 - HOPE EDUCATION PUBLIC OFFER**" attached should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Your **WHITE** or **YELLOW** Application Forms can be lodged at the following times on the following dates:

Tuesday, July 24, 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, July 25, 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, July 26, 2018 — 9:00 a.m. to 5:00 p.m.
Friday, July 27, 2018 — 9:00 a.m. to 12:00 noon

Applicants may apply online through the **White Form eIPO** by submitting an application through the designated website at www.eipo.com.hk (24 hours daily, except on the last day for applications) from 9:00 a.m. on Tuesday, July 24, 2018 till 11:30 a.m. on Friday, July 27, 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, July 27, 2018 or such later date as described in the section headed “How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates⁽¹⁾:

Tuesday, July 24, 2018 — 9:00 a.m. to 8:30 p.m.
Wednesday, July 25, 2018 — 8:00 a.m. to 8:30 p.m.
Thursday, July 26, 2018 — 8:00 a.m. to 8:30 p.m.
Friday, July 27, 2018 — 8:00 a.m. to 12:00 noon

Note:

- (1) The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, July 24, 2018 until 12:00 noon on Friday, July 27, 2018 (24 hours daily, except on Friday, July 27, 2018, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, July 27, 2018, the last application day or such later time as described in the section headed “How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

The application for the Hong Kong Offer Shares will commence on Tuesday, July 24, 2018 through Friday, July 27, 2018. The application monies (including the brokerage fees, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Thursday, August 2, 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Friday, August 3, 2018.

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

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, August 2, 2018 in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the Company’s website at www.hope55.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card / passport / Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Public Offer Shares — Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.92 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on or before Thursday, August 2, 2018.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, August 3, 2018, provided that the Global Offering has become unconditional and the right of termination described in the “Underwriting” section in the Prospectus has not been exercised. Dealings in the Shares are expected to commence at 9:00 a.m. on Friday, August 3, 2018. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1765.

By order of the Board
Hope Education Group Co., Ltd.
Xu Changjun
Chairman

Hong Kong, July 24, 2018

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Xu Changjun, Mr. Wang Huiwu and Mr. Li Tao as Executive Directors, Mr. Tang Jianyuan, Mr. Lu Zhichao and Mr. Wang Degen as Non-executive Directors, and Mr. Zhang Jin, Mr. Chen Yunhua and Dr. Gao Hao as Independent Non-executive Directors.