

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated May 30, 2019 (the “**Prospectus**”) issued by China East Education Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company, the Hong Kong Public Offering and the International Placing described below before deciding whether or not to invest in the Shares thereby offered.

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 to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. 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 Shares may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Shares in the United States. Any offering of the Shares to be made in the United States will be made solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from the registration requirements under the U.S. Securities Act and by means of an offering memorandum that may be obtained from the issuer and that will contain detailed information about the Company and management, as well as financial statements. The Shares are also being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, BNP Paribas Securities (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 the 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 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 (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 Thursday, July 4, 2019 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.

CHINA EAST EDUCATION HOLDINGS LIMITED

中國東方教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	435,800,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	43,580,000 Shares (subject to adjustment)
Number of International Placing Shares	:	392,220,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price (subject to a Downward Offer Price Adjustment)	:	HK\$12.26 per Share, plus brokerage of 1.0%, 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	:	HK\$0.0001 per Share
Stock Code	:	667

Sole Sponsor



BNP PARIBAS

Joint Global Coordinators



BNP PARIBAS



**CICC
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**海通國際
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Joint Bookrunners and Joint Lead Managers



BNP PARIBAS



**CICC
中金公司**



**海通國際
HAITONG**



**國泰君安國際
GUOTAI JUNAN INTERNATIONAL**



**招銀國際
CMB INTERNATIONAL**



**農銀國際
ABC INTERNATIONAL**

The Company has applied to the Listing Committee of the Stock Exchange for the grant of listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including Shares to be issued pursuant to the Capitalization Issue). Assuming the Hong Kong Public Offering becomes unconditional at 8:00 a.m. on Wednesday, June 12, 2019, dealing in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, June 12, 2019. 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.chinaeastedu.com).

The Global Offering comprises the Hong Kong Public Offering of initially 43,580,000 Shares (subject to adjustment) representing 10% of the total number of Offer Shares initially available under the Global Offering, and the International Placing of initially 392,220,000 Shares (subject to adjustment and the Over-allotment Option) representing 90% 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 Placing will be subject to re-allocation as described in the section headed “Structure of the Global Offering” in the Prospectus. 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 Listing Rules, the total number of Offer Shares available under the Hong Kong Public Offering following such reallocation shall be not more than 87,160,000 Offer Shares (representing twice the number of Offer Shares initially available for subscription under the Hong Kong Public Offering and 20% of the total number of Offer Shares initially available under the Global Offering), and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$9.80 per Offer Share) stated in the Prospectus.

Under the International Underwriting Agreement, the Company is expected to grant to the International Underwriters, exercisable by BNP Paribas Securities (Asia) Limited (on behalf of itself and 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 Thursday, July 4, 2019) to require the Company to allot and issue up to an aggregate of 65,370,000 additional Shares, representing 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover, among other things, over-allocations in the International Placing, if any, as determined by the Company and the Joint Global Coordinators.

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. For such other date as may be determined by HKSCC, the 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\$12.26 per Offer Share and is currently expected to be not less than HK\$9.80 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$12.26 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\$12.26 per Offer Share.

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 (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 (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 Thursday, May 30, 2019 till 12:00 noon on Tuesday, June 4, 2019 (or such later date as may apply as described in the section headed “How to Apply for the Hong Kong Offer Shares – Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus) from:

1. the following addresses of the Hong Kong Underwriters

BNP Paribas Securities (Asia) Limited	62/F, Two International Finance Centre 8 Finance Street Central Hong Kong
China International Capital Corporation Hong Kong Securities Limited	29/F, One International Finance Centre 1 Harbour View Street Central Hong Kong
Haitong International Securities Company Limited	22/F, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
Guotai Junan Securities (Hong Kong) Limited	27/F, Low Block, Grand Millennium Plaza 181 Queen’s Road Central Hong Kong
CMB International Capital Limited	45/F, Champion Tower 3 Garden Road Central Hong Kong
ABCI Securities Company Limited	10/F, Agricultural Bank of China Tower 50 Connaught Road Central Hong Kong

2. any of the designated branches of the receiving bank:

Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	188 Des Voeux Road Branch	Shop No. 7 on G/F, whole of 1/F – 3/ F Golden Centre, 188 Des Voeux Road Central, Hong Kong
	Causeway Bay Branch	G/F to 2/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
Kowloon	Kwun Tong Branch	G/F & 1/F One Pacific Centre, 414 Kwun Tong Road, Kwun Tong

	Branch Name	Address
New Territories	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, May 30, 2019 till 12:00 noon on Tuesday, June 4, 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, 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 "**HORSFORD NOMINEES LIMITED-CHINA EAST 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 and at the following times:

Thursday, May 30, 2019 – 9:00 a.m. to 5:00 p.m.
Friday, May 31, 2019 – 9:00 a.m. to 5:00 p.m.
Saturday, June 1, 2019 – 9:00 a.m. to 1:00 p.m.
Monday, June 3, 2019 – 9:00 a.m. to 5:00 p.m.
Tuesday, June 4, 2019 – 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 Thursday, May 30, 2019 till 11:30 a.m. on Tuesday, June 4, 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, June 4, 2019 or such later date as described in the section headed "How to Apply for the Hong Kong 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⁾:

Thursday, May 30, 2019 – 9:00 a.m. to 8:30 p.m.
Friday, May 31, 2019 – 8:00 a.m. to 8:30 p.m.
Saturday, June 1, 2019 – 8:00 a.m. to 1:00 p.m.
Monday, June 3, 2019 – 8:00 a.m. to 8:30 p.m.
Tuesday, June 4, 2019 – 8:00 a.m. to 12:00 noon

Note:

(1) These times 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 Thursday, May 30, 2019 until 12:00 noon on Tuesday, June 4, 2019 (24 hours daily, except on the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, June 4, 2019, the last day for applications or such later time as described in the section headed “How to Apply for the Hong Kong 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 Thursday, May 30, 2019 through Tuesday, June 4, 2019. 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 Tuesday, June 11, 2019. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Wednesday, June 12, 2019.

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

The Company expects to announce the final Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on or before Tuesday, June 11, 2019 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the Company’s website at www.chinaeastedu.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 at the times and date and in the manner specified in the section headed “How to Apply for the Hong Kong Offer Shares – Publication of Results” in the Prospectus.

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 Wednesday, June 12, 2019, provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised. Assuming the Hong Kong Public Offering becomes unconditional at 8:00 a.m. on Wednesday, June 12, 2019, dealing in the Shares are expected to commence at 9:00 a.m. on Wednesday, June 12, 2019. The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 667.

By order of the Board
CHINA EAST EDUCATION HOLDINGS LIMITED
WU Wei
Chairman

Hong Kong, Thursday, May 30, 2019

As at the date of this announcement, the board of Directors of the Company comprises Mr. WU Wei and Mr. XIAO Guoqing as executive Directors; Mr. WU Junbao and Mr. LU Zhen as non-executive Directors; and Mr. HUNG Ka Hai, Clement, Mr. CHEUNG Tsun Yung, Thomas and Dr. ZHU Guobin as independent non-executive Directors.