
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Leader Education Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

Leader Education Limited **立德教育有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1449)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS, PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Leader Education Limited to be held at Meeting Room, 7/F, First Teaching Building, Heilongjiang College of Business and Technology, No. 33 Qunying Street, Xueyuan Road, Limin Development Zone, Harbin City, Heilongjiang Province, China at 3:30 p.m. on 26 February 2021 is set out on pages 17 to 20 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	5
Appendix I – Explanatory Statement on Buy-back Mandate	10
Appendix II – Particulars of Directors for Re-election	13
Notice of the Annual General Meeting	17

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2020 Annual Report”	the annual report of the Company for the financial year ended 31 August 2020 despatched to the Shareholders on 31 December 2020
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room, 7/F, First Teaching Building, Heilongjiang College of Business and Technology, No. 33 Qunying Street, Xueyuan Road, Limin Development Zone, Harbin City, Heilongjiang Province, China at 3:30 p.m. on 26 February 2021 or any adjournment thereof
“Articles”	the articles of association of the Company adopted on 22 July 2020 and as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to buy back up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“Change of Company Name”	the change of the Company’s dual foreign name in Chinese from “立德教育有限公司” to “立德教育股份有限公司” while the English name of the Company “Leader Education Limited” remains unchanged
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Leader Education Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange

DEFINITIONS

“controlling shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context otherwise requires, refers to the controlling shareholders of our Company, namely Ms. Dong, Mr. Liu, Junhua Education and Shuren Education
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by the addition of an amount representing the total number of Shares bought back by the Company pursuant to the Buy-Back Mandate
“Group”	the Company and its subsidiaries and the consolidated affiliated entities from time to time, or, where the context so requires in respect of the period before the Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Junhua Consulting”	Beijing Junhua Business Information Consulting CO., Ltd.* (北京峻華商務信息諮詢有限公司), a limited liability company established under the laws of the PRC on 8 July 2020, which is an indirect wholly owned subsidiary of the Company
“Junhua Education”	Junhua Education Limited (竣華教育有限公司), a company incorporated under the laws of the BVI on June 18, 2019 and wholly-owned by Mr. Liu

DEFINITIONS

“Liankang Consulting”	Heilongjiang Liankang Business Information Consulting CO., Ltd.* (黑龍江聯康商務信息諮詢有限公司), a limited liability company established under the laws of the PRC on 8 August 2019, which is an indirect wholly owned subsidiary of the Company
“Latest Practicable Date”	28 December 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	6 August 2020, since which the Shares of the Company have been listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Liu”	Mr. Liu Laixiang (劉來祥), the chairman of the Board, the Chief Executive Officer, an executive Director and a controlling shareholder and the spouse of Ms. Dong
“Ms. Dong”	Ms. Dong Ling (董玲), an executive Director and a controlling shareholder and the spouse of Mr. Liu
“Notice”	the notice convening the Annual General Meeting as set out on pages 17 to 20 of this circular
“Prospectus”	prospectus of the Company dated 27 July 2020
“RMB”	Renminbi, the lawful currency of China
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Shuren Education”	Shuren Education Limited (樹人教育有限公司), a company incorporated under the laws of the BVI on June 18, 2019 and wholly-owned by Ms. Dong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”

the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission in Hong Kong, as amended or supplemented from time to time

“%”

per cent

LETTER FROM THE BOARD

Leader Education Limited

立德教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1449)

Executive Directors:

Mr. Liu Laixiang (*Chairman*)

Ms. Dong Ling

Mr. Wang Yunfu

Mr. Che Wenge

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Zhang Su

Mr. Cao Shaoshan

Mr. Chan Ngai Fan

Principal place of business

in Hong Kong:

Unit 26, 14/F, Solo Building

41-43 Carnarvon Road

Tsimshatsui, Kowloon

Hong Kong

31 December 2020

To the Shareholders,

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the (i) proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, (ii) the re-election of the retiring Directors, and (iii) the proposed Change of Company Name and to seek your approval of the resolutions to these matters at the Annual General Meeting.

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date

LETTER FROM THE BOARD

of passing of the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, a total of 666,667,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 133,333,400 Shares.

BUY-BACK MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 66,666,700 Shares.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate number of Shares bought back under the Buy-back Mandate.

The Buy-back Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting prior to the next annual general meeting of the Company.

Please refer to resolutions numbered 5 to 7 set out in the notice of AGM on pages 17 to 20 of this circular for further details of the proposed Issue Mandate, Buy-back Mandate and Extension Mandate.

LETTER FROM THE BOARD

THE ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 17 to 20 of this circular. The 2020 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 August 2020 and the reports of the Directors and the auditors of the Company thereon has been despatched to the Shareholders.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

RE-ELECTION OF DIRECTORS

According to Article 84 of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

As such, Mr. Liu Laixiang, Ms. Dong Ling and Mr. Zhang Su will retire. Each of them, being eligible, will offer themselves for re-election. Particulars of each of them are set out in Appendix II to this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the dual foreign name in Chinese of the Company from “立德教育有限公司” to “立德教育股份有限公司”. The English name of the Company will remain unchanged.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders approving the Change of Company Name at the AGM; and
- (b) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Change of Company Name.

LETTER FROM THE BOARD

Subject to the satisfaction of the conditions set out above, the proposed Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new dual foreign name has been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

Since the Listing, the Company has met and liaised with various existing and prospective investors and governmental authorities in the PRC from time to time, with a view to strengthen existing ties and explore new business opportunities. Through these communications, the Board noted that, based on the convention in the PRC, as compared to an entity carrying the description “有限公司” (literal translation “limited company”), an entity carrying the description “股份有限公司” (literal translation: “company limited by shares”) as part of its corporate name will generally be perceived as having a larger scale of operation and more creditworthiness.

Accordingly, the Board considers that changing the Company’s dual foreign name in Chinese from “立德教育有限公司” to “立德教育股份有限公司” will enhance the corporate image of the Company and benefit the Company’s business development and communication with relevant stakeholders which is in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The proposed Change of Company Name will not affect the rights of any Shareholder. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name.

In addition, subject to the confirmation of the Stock Exchange, the Company does not intend to change the Chinese stock short name of the Company for trading of the Shares on the Stock Exchange after the proposed Change of Company Name becoming effective.

LETTER FROM THE BOARD

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, every resolution put to the vote at the Annual General Meeting will be taken by way of poll.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of Directors named above, and the proposed Change of Company Name are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 23 February 2021 to 26 February 2021, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the Annual General Meeting. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 22 February 2021.

Yours faithfully,
For and on behalf of the Board of
Leader Education Limited
Liu Laixiang
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of Shareholders, either by way of a general buy-back mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 666,667,000 Shares in issue. Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 66,666,700 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

3. REASONS FOR THE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back the Shares in the market. Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law and the Listing Rules.

Taking into account the current working capital position of the Company, the Directors consider that, if the Buy-back Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not intend to make any buy-backs to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or the gearing levels which in the opinion of our Directors are from time to time appropriate for us.

5. SHARE PRICES

The Company was listed on 6 August 2020. Since the listing and up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
August 2020	1.99	1.31
September 2020	1.52	0.90
October 2020	1.11	0.88
November 2020	1.07	0.89
1 December 2020 to the Latest Practicable Date	1.04	0.90

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If upon exercise of the powers of buy-back pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and to the best knowledge and belief of the Directors, Mr. Liu Laixiang and Ms. Dong Ling, who are our executive Directors and in spousal relationship, were indirectly interested in an aggregate of approximately 496,675,000 Shares, representing approximately 74.5% of the total issued share capital of the Company.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, the voting right of Mr. Liu Laixiang and Ms. Dong Ling in the Company in aggregate would increase to approximately 82.8% of the issued share capital of the Company. Such exercise of the Buy-back Mandate in full will not trigger an obligation on the part of Mr. Liu Laixiang and/or Ms. Dong Ling to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Buy-back Mandate to such an extent as will trigger such obligation under the Takeovers Code.

Furthermore, the Directors will not exercise the Buy-back Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

8. GENERAL

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates has any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and the regulations set out in the Articles of the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Buy-back Mandate is granted.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 84(1) of the Articles:

1. LIU LAIXIANG (劉來祥)

Mr. Liu Laixiang (劉來祥), aged 55, the founder of our Group and the principal of Heilongjiang College of Business and Technology (since May 2017), was appointed as the chief executive officer, the chairman of the Board and an executive Director of our Company in February 2020 and in charge of the overall management and strategic development of our Group. Mr. Liu is the spouse of Ms. Dong Ling, our executive Director.

Mr. Liu has approximately 15 years of experience in education. Mr. Liu acted as a chairman of Limin Campus of Heilongjiang College of Science and Technology* (黑龍江科技學院利民校區) from March 2006 to May 2011. He then acted as a chairman and director of Chengdong College of Northeast Agricultural University* (東北農業大學成棟學院) (the predecessor of Heilongjiang College of Business and Technology) from June 2011 to March 2015. After that, he acts as a chairman and an executive director of Harbin Xiangge, the school sponsor of Heilongjiang College, from February 2007 until present. From April 2015 to present, he acts as the principal and the chairman of the board of directors of Heilongjiang College of Business and Technology. He is in charge of strategic planning, overall management of the college on administrative matters, human resources, teaching and research activities and major decision making.

Mr. Liu obtained the qualification as a senior economist issued by Heilongjiang Human Resources and Social Security Bureau (黑龍江省人力資源和社會保障廳) in September 2018. He obtained a bachelor's degree in Science and a master's degree in Science from Harbin Normal University (哈爾濱師範大學) in July 1988 and June 1991 respectively. He obtained a doctorate degree in Economics from Renmin University of China (中國人民大學) in June 2007.

As at the Latest Practicable Date, Mr. Liu is a controlling shareholder of our Company and is deemed to be interested in an aggregate of 496,675,000 Shares of the Company pursuant to Part XV of the SFO. Amongst such 496,675,000 Shares, 196,675,000 Shares are directly held by Junhua Education (a company 100% owned by Mr. Liu), and 300,000,000 shares are directly held by Shuren Education, a company 100% owned by Ms. Dong Ling, the spouse of Mr. Liu, an executive Director and a controlling shareholder of the Company. In addition, as of the Latest Practicable Date, Each of Mr. Liu and Ms. Dong respectively owns 40% and 60% of Harbin Xiangge (which has a total registered capital of RMB40,000,000) which in turn wholly owns the school sponsor's interest in Heilongjiang College of Business and Technology (which has a total registered capital of RMB183,330,000). Each of Harbin Xiangge and Heilongjiang College of Business and Technology is our PRC Consolidated Affiliated Entity.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Liu does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Liu held no other directorships in any other listed companies in the last three years.

A service contract has been entered into between the Company and Mr. Liu for a term of three years commencing from the Listing Date, automatically renewable for a term of three years subject to retirement and re-election by the Shareholders pursuant to the Articles and the Listing Rules. The current Director's fee payable to Mr. Liu is HK\$1,200,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

2. DONG LING (董玲)

Ms. Dong Ling (董玲) (formerly known as Dong Qingxin (董慶新)), aged 51, joined our Group in February 2007 and was appointed as an executive Director of our company in February 2020, responsible for business management, participating in major decision making and providing opinion to our Board. Ms. Dong is the spouse of Mr. Liu Laixiang, our executive Director.

Ms. Dong has nearly 23 years of experience in education, which included being a teacher in Heilongjiang Province Foreign Trade College (黑龍江省對外貿易學校) from March 1997 to July 2001 and a director, a lecturer and the head of International Corporation and Exchange Division of Heilongjiang College of Business and Technology from April 2015 to present. She is in charge of strategic planning and overall management of matters related to international cooperation and exchange of the college. In addition, Ms. Dong acts as a deputy general manager of Diaqing Xiangge Property Development Limited* (大慶市祥閣房地產開發有限公司) from August 2001 until present. She is also a deputy general manager of Harbin Xiangge from February 2007 until present. Furthermore, she acts as a general manager of Liankang Consulting since August 2019 and the executive director of Junhua Consulting since July 2020.

Ms. Dong obtained a bachelor's degree in Arts from Harbin Normal University (哈爾濱師範大學) in July 1991. She obtained the qualification of lecturer (講師) issued by Heilongjiang Human Resources and Social Security Bureau (黑龍江省人力資源和社會保障廳) (previously Heilongjiang Human Resources Bureau 黑龍江省人事廳) in September 2000.

As at the Latest Practicable Date, Ms. Dong is a controlling shareholder of our Company and is deemed to be interested in an aggregate of 496,675,000 Shares of the Company pursuant to Part XV of the SFO. Amongst such 496,675,000 Shares, 196,675,000 Shares are directly held by Junhua Education (a company 100% owned by Mr. Liu, Ms. Dong's spouse, an executive Director and a controlling shareholder of the Company), and 300,000,000 shares are directly held by Shuren Education Limited (a company 100% owned by Ms. Dong). In addition, as of the Latest Practicable Date, Each of Mr. Liu and Ms. Dong respectively owns 40% and 60% of Harbin Xiangge (which has a total registered capital of RMB40,000,000) which in turn wholly owns the school sponsor's interest in Heilongjiang College of Business and Technology (which has a total registered capital of RMB183,330,000). Each of Harbin Xiangge and Heilongjiang College of Business and Technology is our PRC Consolidated Affiliated Entity.

Save as disclosed above, as at the Latest Practicable Date, Ms. Dong had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Ms. Dong does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Ms. Dong held no other directorships in any other listed companies in the last three years.

A service contract has been entered into between the Company and Ms. Dong for a term of three years commencing from the Listing Date, automatically renewable for a term of three years subject to retirement and re-election by the Shareholders pursuant to the Articles and the Listing Rules. The current Director's fee payable to Ms. Dong is HK\$350,000 per annum, which was determined by reference to her duties and responsibilities with the Company.

3. ZHANG SU (張甦)

Mr. Zhang Su (張甦), aged 45, was appointed as an independent non-executive Director of our Company in July 2020, responsible for providing independent opinion and judgement to our Board.

Mr. Zhang was a postdoctoral researcher of Peking University from July 2005 to May 2007. He was responsible for conducting research related to integrated circuit industry. Then, he serves as a professor in the Central University of Finance and Economics (中央財經大學), responsible for teaching and conducting academic research in the fields of microeconomics and macroeconomics, since May 2007.

Mr. Zhang graduated from Hunan Higher College of Finance and Economics* (湖南財經高等專科學校) (now known as Hunan University of Finance and Economics (湖南財政經濟學院) with specialization in Marketing in June 1997. He obtained a master's degree in Industrial Economics (產業經濟學) from Hunan Normal University (湖南師範大學) in June 2002 and a doctorate degree in Economics (Political Economics) from Renmin University of China (中國人民大學) in June 2005.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Zhang does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Zhang held no other directorships in any other listed companies in the last three years.

A letter of appointment has been entered into between the Company and Mr. Zhang for a term of one year commencing from the Listing Date, automatically renewable for a term of one year subject to retirement and re-election by the Shareholders pursuant to the Articles and the Listing Rules. The current Director's emolument payable to Mr. Zhang is HK\$100,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

4. GENERAL

Save for the information set out in this section, there are no other matters that need to be brought to the attention of the Shareholders of the Company in respect of re-election of the retiring Directors and there is no other information relating to the retiring Directors that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Leader Education Limited

立德教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1449)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Leader Education Limited (the “**Company**”) will be held at Meeting Room, 7/F, First Teaching Building, Heilongjiang College of Business and Technology, No. 33 Qunying Street, Xueyuan Road, Limin Development Zone, Harbin City, Heilongjiang Province, China at 3:30 p.m. on 26 February 2021 for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

1. To receive and approve the audited consolidated financial statements, the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 August 2020.
2. Each as a separate resolution:
 - i. To re-elect Mr. Liu Laixiang as an executive Director;
 - ii. To re-elect Ms. Dong Ling as an executive Director; and
 - iii. To re-elect Mr. Zhang Su as an independent non-executive Director.
3. To authorise the Board to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as the Company’s auditors and to authorise the Board to fix their remuneration.
5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option schemes of the Company adopted from time to time; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of; or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back (or agree to buy back) the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and subject to and in accordance with all applicable laws and requirements in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

7. **“THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution).”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

And to consider and, if thought fit, pass the following resolution as a special resolution (with or without modification):

8. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the dual foreign name in Chinese of the Company be changed from “立德教育有限公司” to “立德教育股份有限公司” while the English name of the Company “Leader Education Limited” remains unchanged (“Change of Company Name”) with effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands; and
- (b) any one of the Directors or the company secretary of the Company be and is hereby authorised to do all such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the Change of Company Name.”

By Order of the Board
Leader Education Limited
Liu Laixiang
Chairman

Hong Kong, 31 December 2020

As at the date of this notice, the executive Directors are Mr. Liu Laixiang, Ms. Dong Ling, Mr. Wang Yunfu and Mr. Che Wenge; and the independent non-executive Directors are Mr. Zhang Su, Mr. Cao Shaoshan and Mr. Chan Ngai Fan.

Notes:

- 1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from 23 February 2021 to 26 February 2021, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 22 February 2021.
- 2. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- 3. In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the relevant joint holding.
- 4. In order to be valid, the signed and completed form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 3:30 p.m. on 24 February 2021) or any adjournment thereof. If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company’s branch share registrar in Hong Kong together with the form of proxy.