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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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**Leader Education Limited**  
**立德教育股份有限公司**

*(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,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 25 February 2022 is set out on pages 15 to 18 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.

31 December 2021

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## DEFINITIONS

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

“2021 Annual Report”	the annual report of the Company for the financial year ended 31 August 2021 despatched to the Shareholders on 31 December 2021
“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 25 February 2022 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
“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

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## DEFINITIONS

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“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 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
“Latest Practicable Date”	23 December 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“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 15 to 18 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
“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

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**LETTER FROM THE BOARD**

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**Leader Education Limited**  
**立德教育股份有限公司**

*(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 2021

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS,  
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 to seek your approval of the resolutions to these matters at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 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 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.

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## LETTER FROM THE BOARD

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Please refer to resolutions numbered 5 to 7 set out in the notice of AGM on pages 15 to 18 of this circular for further details of the proposed Issue Mandate, Buy-back Mandate and Extension Mandate.

### THE ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 14 to 18 of this circular. The 2021 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 August 2021 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. Wang Yunfu, Mr. Che Wenge and Mr. Cao Shaoshan 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.

### 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.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate and the re-election of Directors named above 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 22 February 2022 to 25 February 2022, 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 21 February 2022.

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

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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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

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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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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 highest and lowest traded prices (rounded to the nearest cent) for the Shares on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2020</b>		
December	1.04	0.90
<b>2021</b>		
January	0.94	0.84
February	0.90	0.84
March	0.92	0.67
April	0.88	0.67
May	0.82	0.71
June	0.87	0.71
July	0.74	0.50
August	0.60	0.45
September	0.53	0.46
October	0.54	0.48
November	0.56	0.45
December (up to the Latest Practicable Date)	0.55	0.46

**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.

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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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 496,674,000 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. WANG YUNFU (王雲福)**

Mr. Wang Yunfu (王雲福), aged 51, joined our Group in January 2013 and was appointed as an executive Director of our Company in February 2020, responsible for overall management of financial and accounting affairs of our Group.

Mr. Wang acts as a chief financial officer and deputy general manager of Harbin Xiangge since January 2013. Also, he serves as the chief accountant of Heilongjiang College of Business and Technology since March 2016. Prior to joining our Group, Mr. Wang served as the financial controller of Heilongjiang Jia Feng Green Food Ltd.\* (黑龍江嘉峰綠色食品有限公司), a company primarily engaged in the development and manufacturing of food products from 2001 to 2010 and the finance manager of Hanfeng Controlled Release Fertilizer (Heilongjiang) Co., Ltd.\* (漢楓緩釋肥料(黑龍江)有限公司), a company primarily engaged in the manufacturing and sales of different types of fertilizer from 2011 to 2012.

Mr. Wang obtained a bachelor's degree in Finance and Accounting from Harbin Economic Management Cadres College (哈爾濱經濟管理幹部學院) in January 2001. He passed the national examination in Accounting (intermediate level) administered by the Ministry of Finance of the PRC in May 2002. He has been a certified public accountant accredited by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since June 2010. Mr. Wang did not hold any directorship in any other listed companies during the last three years.

As at the Latest Practicable Date, Mr. Wang had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Wang 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. Wang 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. Wang 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. Wang is HK\$451,594.40 per annum, which was determined by reference to his duties and responsibilities with the Company.

## 2. CHE WENGE (車文閣)

Mr. Che Wenge (車文閣), aged 55, joined our Group in February 2007 and was appointed as an executive Director of our Company in February 2020, responsible for overseeing and management of campus development and labour affairs of our Group.

Mr. Che has approximately 15 years of experience in education. Mr. Che acted as the deputy chairman of the board of Limin Campus of Heilongjiang College of Science and Technology\* (黑龍江科技學院利民校區) from May 2006 to July 2012. He then acted as the deputy chairman of the board 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 July 2012 to July 2015. He was responsible for overseeing matters related to the construction of campus. In addition, he acts as the General Manager of Harbin Xiangge since February 2007. In addition, he acts as the deputy head of the board of directors and president of the labor union of our school. He is in charge of the development and management related to the new Hanan campus of our school and overseeing administrative matters in labor union and relationship with labor. Prior to joining our Group, Mr. Che had extensive work experience in the governmental bodies in the PRC.

Mr. Che obtained a bachelor's degree in Business Administration from Heilongjiang Business College (黑龍江商學院) (now known as Harbin University of Commerce (哈爾濱商業大學) in 1988.

As at the Latest Practicable Date, Mr. Che had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Che 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. Che 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. Che 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. Che is HK\$507,245.50 per annum, which was determined by reference to his duties and responsibilities with the Company.

## 3. CAO SHAOSHAN (曹少山)

Mr. Cao Shaoshan (曹少山), aged 50, 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. Cao has extensive experience in the field of corporate finance and investment management.

He served as the vice president of Credit Suisse Hong Kong Limited from August 2000 to March 2004 and the vice president of Citigroup Global Markets Hong Kong from April 2004 to May 2006. In addition, he acted as an executive director and co-head of M&A division and head of real-estate finance division of China International Capital Corporation Hong Kong Limited from June 2006 to May 2009. He is the chairman of Orizon Capital Group Limited (河山國際資本集團有限公司) since June 2009. Also, he acts as the general manager of Beidou Guoxin Fung Management (Beijing) Limited (北斗國信基金管理(北京)有限公司) since December 2015 and the general manager of Beidou Guoxin Fung Management (Zhuhai Hengqin) Limited (北斗國信基金管理(珠海橫琴)有限公司) since December 2016.

Mr. Cao obtained a Bachelor's Degree of Arts majoring in English Language from the Beijing Foreign Studies College (北京外國語學院) (now Beijing Foreign Studies University (北京外國語大學) in July 1993 and a Master's Degree in Business Administration (MBA) from the University of Virginia Darden Business School in May 2000. He has been admitted as a diploma holder of the Association of Chartered Certified Accountants since May 1997.

As at the Latest Practicable Date, Mr. Cao had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Cao 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. Cao 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. Cao 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. Cao 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **Leader Education Limited** **立德教育股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1449)**

### NOTICE OF 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 25 February 2022 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 2021.
2. Each as a separate resolution:
  - i. To re-elect Mr. Wang Yunfu as an executive Director;
  - ii. To re-elect Mr. Che Wenge as an executive Director; and
  - iii. To re-elect Mr. Cao Shaoshan 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



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## NOTICE OF ANNUAL GENERAL MEETING

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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; 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;

- (b) 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
- (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.

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“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).”

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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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).”

By Order of the Board  
**Leader Education Limited**  
**Liu Laixiang**  
*Chairman*

Harbin, Heilongjiang Province, PRC, 31 December 2021

*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 22 February 2022 to 25 February 2022, 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 21 February 2022.
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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 23 February 2022) 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.