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China Education Group Holdings Limited

中國教育集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 839)

**COMPLETION OF TOP-UP PLACING OF EXISTING SHARES AND
SUBSCRIPTION FOR NEW SHARES
UNDER GENERAL MANDATE**

Placing Agent



The Company is pleased to announce that completion of the Placing and the Subscription took place on 22 October 2021 and 27 October 2021, respectively. The Company received total net proceeds of approximately HK\$1.17 billion (net of related costs, professional fees and out-of-pocket expenses) and intends to use the same for potential acquisitions in the modern-vocational education space.

Reference is made to the announcement of the Company dated 19 October 2021 (the “**Announcement**”) in relation to the Placing and the Subscription. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Company is pleased to announce that completion of the Placing and the Subscription took place on 22 October 2021 and 27 October 2021, respectively.

A total of 78,000,000 Placing Shares have been successfully placed at the Placing Price of HK\$15.10 per Share to not less than six independent placees selected and/or procured by or on behalf of the Placing Agent. The Placing Agent, the placees and their respective ultimate beneficial owners are third parties independent of and not connected with the Company, any director, chief executive or substantial shareholder (including Blue Sky and White Clouds) of the Company or any of its subsidiaries, or any of their respective associates, and not acting in concert with Blue Sky and White Clouds and its concert parties. None of the placees and their ultimate beneficial owners has become a substantial shareholder (as defined under the Listing Rules) of the Company upon taking up the Placing Shares.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on 27 October 2021. A total of 78,000,000 Subscription Shares (equal to the number of the Placing Shares successfully placed under the Placing) were subscribed by Blue Sky and White Clouds at the net Subscription Price (after deduction of related costs and expenses in relation to the Placing and the Subscription) of approximately HK\$15.00 for each Subscription Share. The Subscription Shares represent approximately 3.26% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The Company received total net proceeds of approximately HK\$1.17 billion (net of related costs, professional fees and out-of-pocket expenses) and intends to use the same for potential acquisitions in the modern-vocational education space.

EFFECT OF THE PLACING AND THE SUBSCRIPTION

The table below sets out the shareholding structure of the Company before and after the Placing and the Subscription:

Shareholders	Immediately before completion of the Placing and Subscription		Immediately after completion of the Placing but before completion of the Subscription		Immediately after completion of the Placing and the Subscription	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Controlling shareholders (Note)	1,500,000,000	64.90	1,422,000,000	61.52	1,500,000,000	62.78
Public						
Placees	N/A	N/A	78,000,000	3.37	78,000,000	3.26
Other public shareholders	<u>811,261,387</u>	<u>35.10</u>	<u>811,261,387</u>	<u>35.10</u>	<u>811,261,387</u>	<u>33.95</u>
Total	<u><u>2,311,261,387</u></u>	<u><u>100.00</u></u>	<u><u>2,311,261,387</u></u>	<u><u>100.00</u></u>	<u><u>2,389,261,387</u></u>	<u><u>100.00</u></u>

Note: The controlling shareholders, being Blue Sky and White Clouds, each holds 750,000,000 Shares, 711,000,000 Shares and 750,000,000 Shares, immediately before completion of the Placing and Subscription, immediately after completion of the Placing but before completion of the Subscription, and immediately after completion of the Placing and the Subscription, being approximately 32.45%, 30.76% and 31.39% of the issued share capital of the Company (as enlarged by the allotment and issue of the Subscription Shares, as the case may be). Blue Sky, White Clouds, Mr. Yu Guo and Mr. Xie Ketao entered into the Concert Party Agreement to align their shareholding interests in the Company, pursuant to which Blue Sky, White Clouds, Mr. Yu Guo and Mr. Xie Ketao agreed to vote in concert with each other for all operational and other matters at Board meetings or Shareholders' meeting of the Company (through himself, Blue Sky or White Clouds, as the case may be).

By order of the Board
China Education Group Holdings Limited
Yu Guo Xie Ketao
Co-Chairmen

Hong Kong, 27 October 2021

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