

IMPORTANT

If you have doubt about any of the contents in this document, you should obtain independent professional advice.

Neuedu

NEUSOFT EDUCATION TECHNOLOGY CO. LIMITED

東軟教育科技有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 166,667,200 Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 16,667,200 Shares (subject to reallocation)
Number of International Offer Shares	: 150,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$6.22 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund)
Nominal value	: HK\$0.0002 per Share
Stock code	: 9616

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



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A copy of this document, having attached thereto the documents specified in "Documents delivered to the Registrar of Companies and available for inspection" in Appendix VI to this document, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any other document referred to above.

The Offer Price is expected to be fixed by agreement between CLSA Limited (for itself and on behalf of the Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, 22 September 2020 and, in any event, not later than Wednesday, 23 September 2020.

The Offer Price will be not more than HK\$6.22 and is currently expected to be not less than HK\$5.18 unless otherwise announced. If, for any reason, the Offer Price is not agreed by Wednesday, 23 September 2020 between CLSA Limited (for itself and on behalf of the Underwriters) and our Company, the Global Offering will not proceed and will lapse.

CLSA Limited (for itself and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price Range below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published on the websites of the Stock Exchange (www.hkexnews.hk) and our Company (www.neuedu.com) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. For further information, please refer to "Structure of the Global Offering" and "How to apply for Hong Kong Public Offer Shares."

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See "Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination" for further details.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this document, including the risk factors set out in "Risk factors."

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged, or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (i) solely to QIBs pursuant to an exemption from registration under the U.S. Securities Act and (ii) outside the United States in offshore transactions in accordance with Regulation S.

17 September 2020