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Minsheng Education Group Company Limited
民生教育集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1569)

**LOAN FROM INTERNATIONAL FINANCE CORPORATION
AND
DISCLOSURE PURSUANT TO RULE 13.18 OF
THE LISTING RULES**

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

LOAN FROM INTERNATIONAL FINANCE CORPORATION

The Board is pleased to announce that, on 29 April 2020 (after trading hours), Chongqing Minsheng (as borrower), an indirect wholly-owned subsidiary of the Company, and International Finance Corporation, a member of World Bank Group (as lender) entered into the Loan Agreement and the relevant loan documents, pursuant to which International Finance Corporation agreed to lend, and Chongqing Minsheng agreed to borrow, a loan in an aggregate principal amount of up to RMB750 million, the period of the Loan will be 8 years, the Loan shall be repayable in 11 equal semi-annual instalments commencing from 15 June 2023. The interest rate is 1.5% above the International Finance Corporation RMB Fixed Rate per annum. According to the latest information regarding the International Finance Corporation RMB Fixed Rate available to the Company plus 1.5%, the interest rate for the first disbursement of the Loan is expected to be approximately 3.5% per annum (the final interest rate of the Loan will be determined on the date of each disbursement of the Loan). Proceeds from the Loan will be used for, among others, business expansion and daily operation of the Group.

The Directors are of the view that, the Company's success in securing an 8-year long term loan of RMB750 million from International Finance Corporation is a testimony to the Company's well-established governance framework and development prospects. The Loan also strengthen the Company's financing channel, optimizes its capital structure, reduces financing costs, enhances international reputation, and provides good financing support for the Company's sustainable and healthy development in the future.

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

Pursuant to the terms of the Loan, each of Mr. Li Xuechun, the chairman of the Board, an executive director and the ultimate controlling shareholder of the Company, and Minsheng Group, being controlling shareholders of the Company, is required to perform certain specific performance obligations. Specifically, Mr. Li Xuechun shall maintain directly not less than 51% of the legal and beneficial ownership of the shares of Minsheng Group; and Minsheng Group shall maintain directly not less than 51% of the legal and beneficial ownership of the shares of the Company, for so long as any indebtedness under the Loan remains outstanding.

As at the date of this announcement, Mr. Li Xuechun, the chairman of the Board, an executive Director and the ultimate controlling shareholder of the Company, is interested in 74.67% of the total issued share capital of the Company.

According to the Loan Agreement, a breach of any of the said specific performance obligations will constitute an event of default under the Loan Agreement whereupon, International Finance Corporation will have the power to declare the commitment under the Loan Agreement to be cancelled and/or declare all outstanding amounts together with interest and the prepayment premiums payable accrued and all other sums payable by Chongqing Minsheng to be immediately due and payable.

This announcement is made in compliance with the disclosure requirement under Rule 13.18 of the Listing Rules. In accordance with the requirements pursuant to Rule 13.21 of the Listing Rules, disclosure will be included in the subsequent interim and annual reports of the Company for so long as the said specific performance obligations imposed on Mr. Li Xuechun under the Loan Agreement continue to exist.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

“Board”	the Board of Directors
“Chongqing Minsheng”	Chongqing Minsheng Education Management Co., Ltd* (重慶民升教育管理有限公司), a limited liability company established in the PRC and an indirectly wholly-owned subsidiary of the Company
“Company”	Minsheng Education Group Company Limited (民生教育集團有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1569)
“Director(s)”	Director(s) of the Company

“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Loan”	a loan in an aggregate amount up to RMB750 million extended to Chongqing Minsheng by International Finance Corporation pursuant to the Loan Agreement
“Loan Agreement”	a loan agreement entered into by Chongqing Minsheng and International Finance Corporation on 29 April 2020
“Minsheng Group”	Minsheng Group Company Limited, a limited liability company incorporated in the British Virgin Islands, a controlling Shareholder, and ultimately controlled by Mr. Li Xuechun, the chairman of the Board, an executive Director and the ultimate controlling Shareholder of the Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement and unless context suggests otherwise, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	Shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Percentage

By the order of the Board
Minsheng Education Group Company Limited
Li Xuechun
Chairman

Hong Kong, 3 May 2020

As at the date of this announcement, the executive Directors are Mr. Li Xuechun, Ms. Zhang Weiping, Mr. Zuo Yichen and Mr. Lam Ngai Lung, the non-executive Directors are Mr. Lin Kaihua and Ms. Li Yanping, and the independent non-executive Directors are Mr. Chan Ngai Sang, Kenny, Mr. Yu Huangcheng and Mr. Wang Wei Hung, Andrew.

* *For identification purpose*