

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of September 2023

Commission file number: 001-39259

**China Liberal Education Holdings Limited**

7 Floor, Building 5, No. 2 Zhenxing Road  
Changping District, Beijing  
People's Republic of China 102299

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

**Closing of Registered Direct Offering**

As previously disclosed in a report on Form 6-K filed by China Liberal Education Holdings Limited (the "Company") with the U.S. Securities and Exchange Commission (the "SEC") on September 27, 2023, from September 22, 2023 to September 25, 2023, the Company entered into a series of subscription agreements (collectively, the "Subscription Agreements") with eight purchasers, each an unrelated third party to the Company (collectively, the "Purchasers"). Pursuant to the Subscription Agreements, the Purchasers agreed to subscribe for and purchase, and the Company agreed to issue and sell to the Purchasers, an aggregate of 18,000,000 ordinary shares of the Company, par value US\$0.001 per share (the "Shares"), at a purchase price of \$0.50 per share, and for an aggregate purchase price of \$9,000,000 (the "Offering"). The Shares were offered under the Company's registration statement on Form F-3 (File No. 333-273266), initially filed with the U.S. Securities and Exchange Commission on July 14, 2023 and declared effective on July 21, 2023 (the "Registration Statement"). A prospectus supplement to the Registration Statement in connection with this Offering was filed with the U.S. Securities and Exchange Commission on September 27, 2023.

The Offering closed on September 29, 2023. The Company received gross proceeds of approximately \$9,000,000 from the issuance and sale of the Shares, before deducting the estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the Offering for working capital and other general corporate purposes.

The foregoing description of the Subscription Agreements is qualified in its entirety by reference to the full text of the Form of Subscription Agreement, which is filed as Exhibit 10.1 to the Form 6-K filed by the Company with the SEC on September 27, 2023 (File No. 001-39259) and incorporated herein by reference. A copy of the opinion and consent of Campbells, as Cayman Islands legal counsel to the Company, regarding the legality of the issuance and sale of the ordinary shares in the Offering is attached hereto as Exhibit 5.1 and 23.1 to this report, which are incorporated by reference into the Registration Statement.

This current report on form 6-K is incorporated by reference into the Company's registration statement on Form F-3 (File No. 333-273266).

**EXHIBIT INDEX**

<b>Number</b>	<b>Description of Exhibit</b>
<a href="#">5.1</a>	<a href="#">Opinion of Campbells</a>
23.1	Consent of Campbells (included in Exhibit 5.1)

**Cautionary Note Regarding Forward-Looking Statements**

Any statements in this report on Form 6-K about the Company's future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties and actual results may differ materially from those expressed or implied by such forward-looking statements. Such statements include, but are not limited to, statements about the anticipated use of proceeds from the Offering, and other statements containing the words "believes," "anticipates," "plans," "expects," and similar expressions. Risks that contribute to the uncertain nature of the forward-looking statements include: uncertainties regarding the Company's ability to maintain its listing on the Nasdaq Capital Market; uncertainties regarding the scope, timing and severity of the COVID-19 pandemic; as well as other risks and uncertainties set forth in the Company's Annual Report on Form 20-F for

the fiscal year ended December 31, 2022 filed with the SEC and in subsequent filings with the SEC. All forward-looking statements contained in this report on Form 6-K speak only as of the date hereof, and the Company specifically disclaims any obligation to update any forward-looking statement, whether because of new information, future events or otherwise.

### SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

#### **China Liberal Education Holdings Limited**

Date: September 29, 2023

By: /s/ Ngai Ngai Lam

Ngai Ngai Lam

Chief Executive Officer and Chairperson of the Board  
of Directors



**China Liberal Education Holdings Limited**

Floor 4, Willow House  
Cricket Square  
Grand Cayman KY1-9010  
Cayman Islands

29 September 2023

Dear Sirs

**China Liberal Education Holdings Limited**

We have acted as Cayman Islands legal advisers to China Liberal Education Holdings Limited (the “**Company**”), a Cayman Islands exempted company, in connection with the Company’s registration and offerings of 18,000,000 ordinary shares at a par value of US\$0.001 per share (the “**Ordinary Shares**”), at a purchase price of US\$0.50 per share, through a prospectus supplement (the “**Prospectus Supplement**”) to registration statement on Form F-3 (File No. 333-273266), filed by the Company with the United States Securities and Exchange Commission (the “**Commission**”) under the U.S. Securities Act of 1933, as amended (the “**Act**”) on July 14, 2023 and declared effective by the Commission on July 21, 2023 (the “**Registration Statement**”).

**1 Assumptions**

1.1 The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the Resolutions and the Certificate of Good Standing (each as defined below). We have also relied upon the following assumptions, which we have not independently verified:

- (a) Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, and translations of documents provided to us are complete and accurate;
- (b) All signatures, initials and seals are genuine;
- (c) There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions expressed herein;
- (d) The A&R Memorandum and Articles remain in full force and effect and are unamended;
- (e) The Resolutions were duly passed in the manner prescribed in the A&R Memorandum and Articles and the resolutions contained in the Resolutions are in full force and effect at the date hereof and have not been amended, varied or revoked in any respect;
- (f) The authorised shares of the Company as set out in the A&R Memorandum and Articles have not been amended; and
- (g) The minute book and corporate records of the Company as maintained at its registered office in the Cayman Islands are complete and accurate in all material respects, and all minutes and resolutions filed therein represent a complete and accurate record of all meetings of the shareholders and directors (or any committee thereof) (duly convened in accordance with the then effective Memorandum and Articles of Association of the Company) and all resolutions passed at the meetings, or passed by written consent as the case may be.

Managing Partner: Shaun Folpp (British Virgin Islands)

Resident Hong Kong Partners: Jenny Nip (England and Wales) and Jane Hale (Queensland (Australia))

Non-Resident Hong Kong Partner: Robert Searle (Cayman Islands)

Cayman Islands and British Virgin Islands

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Our Ref: 17624-30492

Your Ref:

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**2 Documents Reviewed**

2.1 We have reviewed originals, copies, drafts or conformed copies of the following documents and such other documents or instruments as we deem necessary:

- (a) A copy of the Prospectus Supplement as provided and to be filed with the Commission on or about the date of this opinion;
- (b) A copy of the certificate of incorporation issued by the Registrar of Companies in the Cayman Islands on 27 February 2019;
- (c) A copy of the statutory registers of directors and officers, members, mortgages and charges of the Company as maintained at its registered office in the Cayman Islands, reviewed by Campbells Corporate Services Limited on 28 September 2023;
- (d) A copy of the amended and restated Memorandum and Articles of Association of the Company as registered and filed with the General Registry of the Cayman Islands on 24 April 2020 (the “**A&R Memorandum and Articles**”);
- (e) Copies of the written resolutions of the board of director of the Company dated 14 July 2023 and dated 7 September 2023 (together, the

- “Resolutions”);
- (f) Certificate of Good Standing in respect of the Company issued by the Registrar of Companies in the Cayman Islands dated 11 July 2023 (the “Certificate of Good Standing”);
  - (g) A certificate provided by a director of the Company dated 27 September 2023 (“Director’s Certificate”); and
  - (h) The records of proceedings of the Company on file with, and available for inspection on 27 September 2023, at the Grand Court of the Cayman Islands.

### 3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company is US\$50,000 divided into 50,000,000 ordinary shares of a par value of US\$0.001 each.
- 3.3 With respect to the Ordinary Shares, when (i) the board of directors of the Company (the “Board”) has taken all necessary corporate action to approve the issue thereof, the terms of the offering thereof and related matters; (ii) the issue of such Ordinary Shares has been recorded in the Company’s register of members (shareholders); and (iii) the subscription price of such Ordinary Shares (being not less than the par value of the Ordinary Shares) has been fully paid in cash or other consideration approved by the Board, the Ordinary Shares will be duly authorized, validly issued, fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).

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### 4 Qualifications

The opinions hereinbefore given are subject to the following qualifications:

- 4.1 We make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.
- 4.2 In this opinion, the phrase “non-assessable” means, with respect to the Ordinary Shares, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Ordinary Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstance in which a court may be prepared to pierce or lift the corporate veil).
- 4.3 To maintain the Company in good standing under the laws of the Cayman Islands, annual filing fees must be paid and returns made to the Registrar of Companies within the time frame prescribed by law.

We hereby consent to filing of this opinion as an exhibit to the Registration Statement (as an exhibit to a Report of Foreign Private Issuer on Form 6-K that is incorporated by reference in the Registration Statement) and to the reference to our name under the heading “Legal matters” and elsewhere in the Prospectus Supplement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder, with respect to any part of the Prospectus Supplement, including this opinion and an exhibit or otherwise.

Yours faithfully

/s/ Campbells

**Campbells**

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