

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

Entry into Material Definitive Agreements

From September 22, 2023 to September 25, 2023, China Liberal Education Holdings Limited (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 Subscription Agreements, the transactions contemplated thereby, and the issuance of the Shares have been approved by the Company's board of directors.

The Company expects to receive gross proceeds of approximately \$9,000,000 from the issuance and sale of the Shares and expects the settlement thereof to occur in accordance with the terms of the Subscription Agreements. The closing of the transactions contemplated by the Subscription Agreements shall take place on the respective dates mutually agreed by the Company and the Purchasers.

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 this Form 6-K and is incorporated herein by reference.

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

Number **Description of Exhibit**

[10.1](#) [Form of Subscription Agreement](#)

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 27, 2023

By: /s/ Ngai Ngai Lam

Subscription Agreement

This subscription agreement (this "Subscription") is dated _____, 2023, by and between the investor identified on the signature page hereto (the "Investor") and China Liberal Education Holdings Limited, a Cayman Islands company (the "Company"). The parties agree as follows:

1. Subscription. Investor agrees to buy and the Company agrees to sell to Investor such number of the Company's ordinary shares, par value US\$0.001 per share (the "Shares"), as set forth on the signature page hereto, for an aggregate purchase price (the "Purchase Price") equal to the product of (x) the aggregate number of Shares the Investor has agreed to purchase and (y) the purchase price per share as set forth on the signature page hereto. The Shares are being registered for sale pursuant to a currently effective shelf registration statement on Form F-3 (Registration No. 333-273266) (the "Registration Statement"). The Registration Statement was declared effective by the U.S. Securities and Exchange Commission (the "Commission") on July 21, 2023. A prospectus supplement (the "Prospectus Supplement") will be filed with the Commission and delivered to the Investor as required by law. The Shares are being self-underwritten and offered by the Company on a "best efforts" basis, with a per share price of US\$0.50. The completion of the purchase and sale of the Shares (the "Closing") shall take place at a place and time (the "Closing Date") to be specified by the Company in accordance with Rule 15c6-1 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Upon satisfaction or waiver of all the conditions to closing set forth in the base prospectus contained in the Registration Statement and the Prospectus Supplement, at the Closing (i) the Investor shall pay the Purchase Price to the Company for the Shares to be issued and sold to such Investor, by wire transfer of immediately available funds per wire instructions as provided on the signature line below, and (ii) the Company shall cause the Shares to be delivered to the Investor (A) through the facilities of The Depository Trust Company's DRS system in accordance with the instructions set forth on the signature page attached hereto under the heading "DRS Instructions," or (B) if requested by the Investor on the signature page hereto or if the Company is unable to make the delivery through the facilities of The Depository Trust Company's DRS system, through the book-entry delivery of Shares on the books and records of the Company's transfer agent. If delivery is made by book entry on the books and records of the transfer agent, the Company shall send written confirmation of such delivery to the Investor at the address indicated on the Signature Page hereof. No fractional Shares shall be purchased and any excess funds representing fractional Shares shall be returned to the Investor. By payment of the Shares, the Investor acknowledges receipt of the Registration Statement, any amendment to the Registration Statement, and the Prospectus Supplement, the terms of which govern the investment in the Shares.

2. Miscellaneous. All questions concerning the construction, validity, enforcement and interpretation of this Subscription shall be governed by the internal laws of the State of New York, without giving effect to any choice of law or conflict of law provision or rule (whether of the State of New York or any other jurisdictions) that would cause the application of the laws of any jurisdictions other than the State of New York. This Subscription may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and shall become effective when counterparts have been signed by each party and delivered to the other parties hereto, it being understood that all parties need not sign the same counterpart. Execution may be made by delivery by facsimile or via electronic format. All communications hereunder, except as otherwise specifically provided herein, shall be in writing and shall be mailed, hand delivered, sent by a recognized overnight courier service such as Federal Express, or sent via facsimile or e-mail transmission, to the party to whom it is addressed at the following addresses or such other address as such party may advise the other in writing (i) to the Company: as set forth on the signature page hereto and (ii) to the Investor: as set forth on the signature page hereto. All notices hereunder shall be effective upon receipt by the party to which it is addressed.

1

[Signature Page Follows]

If the foregoing correctly sets forth our agreement, please confirm this by signing and returning to us the duplicate copy of this Subscription.

Number of Shares: _____

China Liberal Education Holdings Limited

Purchase Price per Share: \$ _____

By: _____

Aggregate Purchase Price: \$ _____

Name: _____

Title: _____

Address Notice: _____

INVESTOR: _____

[Issuer Notice Information]

Select method of delivery of Shares: DRS or DWAC (Check One)

_____ DWAC DELIVERY INSTRUCTIONS:

1. Name of DTC Participant (broker dealer at which the account or accounts to be credited with the Shares are maintained):

2. DTC Participant Number:

3. Name of Account at DTC Participant being credited with the Shares:

4. Account Number of DTC Participant being credited with the Shares:

Name in which Shares should be issued: _____

Address for Shareholder: Street _____

City/State/Zip: _____ ; Attention: _____

Telephone No.: _____

WIRE PAYMENT INSTRUCTIONS:

ABA Routing No:

SWIFT Code:

Bank Name:

Bank Address:

Beneficiary Account Name:

Beneficiary Account No:

Beneficiary Address:

Please email back the completed Subscription to: