

Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549

Date: May 19, 2021

Dear Sir / Madam,

Enclosed are three (3 copies) of the Notice of Proposed Sale of Securities on Form 144 relating to the proposed sale of 88,202 shares of the ADRs (Common Stock) of **China Online Education Group** as declared by Dasheng Global Limited.

Yours faithfully,
For and on behalf of
The Core Securities Company Limited



Authorized Person

Encl
Seller Representation Letter
Form 144

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

FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

OMB APPROVAL	
OMB Number: 3235-0101	
Expires: June 30, 2020	
Estimated average burden hours per response 1.00	
SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	
16954L105	
WORK LOCATION	

1 (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.		(c) S.E.C. FILE NO.	
China Online Education Group				001-37790	
1 (d) ADDRESS OF ISSUER		CITY		STATE	
6th FL Deshi Building, No.9 East Shangdi Road, Haidian District, BJ, China		100085		100085	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		RELATIONSHIP TO ISSUER		(c) ADDRESS STREET	
Dasheng Global Limited		Affiliate/Officer		6th FL Deshi Building, No.9 East Shangdi Road, Haidian District, BJ, China	
				CITY	
				STATE	
				ZIP CODE	
				100085	
				CITY	
				STATE	
				ZIP CODE	
				100085	
				CITY	
				STATE	
				ZIP CODE	
				100085	

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY		(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO., DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
ADR (Common)	The Core Securities Co., Ltd. 28/F, 33 Des Voeux Road Central Central, Hong Kong	Broker-Dealer File Number		88,202 ADS	US\$ 1,400,649.16	21.5M	5/19/2021 6/30/2021	NYSE

INSTRUCTIONS:

- (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
 - (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
ADR (Common)	4/1/2017 5 4/1/2021	Employee Stock Option Exercise	China Online Education Group	88,202 ADS	5/19/2021 5 6/30/2021	Option Cost

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Dasheng Global Limited 6th FL Deshi Building, No.9 East Shangdi Road, Haidian District, BJ, China 100085	China Online Education Group	N/A	N/A	N/A

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

5/19/2021

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10b5-1

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

In connection with the proposed sale by me of 88,202 shares of American Depository Receipt (ADRs) of China Online Education Group ("the Company"), pursuant to Rule 144 of the Securities Act of 1933, I hereby represent to you that:

1. I have not made, and will not make, any payment in connection with the execution of the above order to any persons other than The Core Securities Company Limited.
2. I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
3. I have sold 0 shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
4. To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to Rule 144 have sold 41,100 shares of the Company stock within the preceding three (3) months.
5. In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least one(1) year as computed in accordance with paragraph(d) of Rule 144.
6. In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I am aware that payment of the proceeds of the sale is subject to the shares being transferred and delivered free of restriction into Interactive Broker's name and that the transfer of the shares may be delayed if the certificate(s) bear a restrictive legend. I hereby indemnify Interactive Broker's for any loss it may incur as a result of any such delay.
7. Enclosed is an executed copy of Form 144, three copies of which were transmitted to the Securities and Exchange Commission and (where applicable) one copy of which has been sent to the NYSE Stock Exchange on 5/19/2021 (I understand that no form need to be filed if the amount of securities to be sold during any three (3) month period does not exceed 5,000 shares and the aggregate sale price does not exceed \$50,000)

I am familiar with Rule 144 under the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above.



Signature of Affiliate
Dasheng Global Limited
6th FL Deshi Building,
No.9 East Shangdi Road,
Haidian District.BJ, China 100085
Name and Address of Affiliate

5/19/2021

Date