

DEFINITIONS

In this [REDACTED], unless the context otherwise requires, the following words and expressions shall have the following meanings.

“Administrative Measures”	the Interim Administrative Measures on the Operation of Schools for Children of Foreign Nationals promulgated by the State Education Commission (the former MOE) on April 5, 1995 and amended on December 13, 2010
“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Amy Yan” or “Ms. Amy Yan”	Ms. Amy Mei Chen Yan (嚴美晨), a Hong Kong citizen and the spouse of the Founder
	[REDACTED]
“Articles” or “Articles of Association”	the articles of association of our Company adopted on November 10, 2014 and effective from the [REDACTED] Date, as amended from time to time, a summary of which is set out in the section headed “Appendix V — Summary of the Constitution of the Company and Cayman Islands Company Law and Taxation” to this [REDACTED]
“associate(s)”	has the meaning ascribed thereto under the [REDACTED] Rules
“Audited Financial Statements”	the audited consolidated financial statements of our Group for the financial years ended August 31, 2011, 2012 and 2013 and the nine months ended May 31, 2014 as included in the section headed “Appendix I — Accountant’s Report” to this [REDACTED]
“BC”	British Columbia, Canada
“BC-accredited”	accredited by the BCMOE
“BC-certified”	certified by the BCMOE
“BC certification”	certification under the BC Global Education Program
“BC Global Education Program”	an international education program administered by the BCMOE, under which qualified grade 12 schools which are located outside of Canada have the authority to offer educational programs at the school leading to British Columbia Certificates of Graduation
“BCMOE”	the Ministry of Education of British Columbia, Canada
“Bei Kai”	Bei Kai China Fund I, L.P., a limited liability partnership incorporated under the laws of the Cayman Islands on November 10, 2009, an Independent Third Party

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“Beipeng Software”	Dalian Beipeng Educational Software Development Inc. (大連北鵬教育軟件開發有限公司), a company incorporated under the laws of the PRC on March 10, 2008 and an indirectly wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	the Board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAD”	Canadian dollars, the lawful currency of Canada
	[REDACTED]
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
	[REDACTED]
“China” or “PRC”	the People’s Republic of China and for the purposes of this [REDACTED] only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) effective from March 3, 2014, as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company”, “our Company”, or “the Company”	China Maple Leaf Educational Systems Limited, a company incorporated in the Cayman Islands on June 5, 2007
“connected person(s)”	has the meaning ascribed to it under the [REDACTED]
“connected transaction(s)”	has the meaning ascribed to it under the [REDACTED]
“consolidated affiliated entities” or “consolidated affiliated entity”	the entities that we control through the Contractual Arrangements, namely, Dalian Educational Group, Dalian Foreign School, and Wuhan Foreign School and the subsidiaries and affiliates controlled by those entities, namely, Dalian Maple Leaf International School (Middle School and Elementary School), Dalian Science and Education, Dalian Maple Leaf Fengqiao Preschool, Dalian Maple Leaf Lanxi Wenyuan Preschool, Dalian Maple Leaf Qianshan Xincheng Preschool, Dalian Maple Leaf Kaifaqu Preschool, Dalian Maple Leaf Xianghe Huayuan Preschool, Dalian Maple Leaf Sunshine Preschool, Dalian Maple Leaf Jiabao Preschool, Dalian Maple Leaf Jinhai Preschool, Dalian Maple Leaf Xiangzhou Preschool, Dalian Maple Leaf Zhonghua Mingcheng Preschool, Ordos Maple Leaf First Preschool, Wuhan Maple Leaf International School (High School) and Wuhan Maple Leaf School (Middle School and Elementary School), Zhenjiang Maple Leaf International School (High School, Middle School and Elementary School), Tianjin Taida Maple Leaf International School (High School, Middle School and Elementary School), Tianjin Huayuan Maple Leaf International School (Middle School and Elementary School) Chongqing Maple Leaf International School (High School, Middle School and Elementary School), Inner Mongolia Ordos Maple Leaf International School (Middle School and Elementary School), Shanghai Maple Leaf International School (High School and Middle School), Henan Maple Leaf International School (High School, Middle School and Elementary School), Pingdingshan Maple Leaf International School (Middle School and Elementary School) and Pingdingshan Maple Leaf International School Preschool
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, the Company, the Founder, Founder’s Sister, Beipeng Software, Dalian Maple Leaf High School, Dalian Educational Group, Dalian Science and Education, Wuhan Foreign School and Dalian Foreign School, details of which are described in the section headed “Contractual Arrangements” in this [REDACTED].
“Controlling Shareholders”	has the meaning ascribed to it under the [REDACTED] Rules and, in the context of this [REDACTED], means collectively the Founder and Sherman Investment
“CSRC”	the China Securities Regulatory Commission
“Dalian Educational Group”	Dalian Maple Leaf Educational Group Co., Ltd (大連楓葉教育集團有限公司), a company incorporated under the laws of the PRC on May 23, 2003 and a consolidated affiliated entity of our Company

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“Dalian Foreign School”	Dalian Maple Leaf Foreign Nationals School (大連楓葉外籍人員子女學校), an entity established under the laws of the PRC on May 1, 2004 and a consolidated affiliated entity of our Company
“Dalian Maple Leaf High School”	Dalian Maple Leaf International School (High School) (大連楓葉國際學校), a Sino-foreign joint venture private school between Sherman (Holdings) Limited and, initially, China Shijiazhuang Yanshan Textile Corporation Limited established under the laws of the PRC on April 15, 1996
“Dalian Science and Education”	Dalian Maple Leaf Science and Education Co., Ltd (大連楓葉科教有限公司), a company incorporated under the laws of the PRC on January 9, 2003 and a subsidiary of Dalian Educational Group
“Director(s)”	the director(s) of our Company from time to time
“Foreign Investment Catalog”	the Foreign Investment Industries Guidance Catalog of 2011 (外商投資產業指導目錄 (2011)), which was promulgated by NDRC and MOFCOM on December 24, 2011 and came into effect on January 30, 2012
“Foreign Schools”	Dalian Foreign School and Wuhan Foreign School
“Founder”, “Mr. Sherman Jen” or “Mr. Jen”	Mr. Shu Liang Sherman Jen (任書良), a Canadian citizen and the founder, chairman and Co-CEO of our Company
“Founder’s Sister”	Ms. Shu’E Ren (任書娥), a PRC citizen and the sister of the Founder
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market, research and consulting company which prepared the Frost & Sullivan Report
“Frost & Sullivan Report”	the report, written by Frost & Sullivan as commissioned by the Company containing an analysis of the PRC education industry and other relevant economic and statistical data, as referred in the section headed “Industry Overview” in this [REDACTED]
	[REDACTED]
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	the Company, its subsidiaries and the consolidated affiliated entities from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

[REDACTED]

DEFINITIONS

[REDACTED]

“HKFRS”

Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the People’s Republic of China

“Hong Kong dollars” or “HK dollars” or “HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong Securities and Futures Ordinance” or “SFO”

Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Hong Kong Takeovers Code” or “Takeovers Code”

The Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

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“IFRS” International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board

“Independent Third Party(ies)” a party that is not a connected person or an associate of a connected person

[REDACTED]

“Investors’ Rights Agreement” the investors’ rights agreement date March 12, 2008, and as amended pursuant to an amendment to the investors’ rights agreement dated March 25, 2014, entered into, inter alia, among our Company, and the [REDACTED] Investors governing certain rights of the [REDACTED] Investors in relation to our Company

[REDACTED]

“Latest Practicable Date” November 11, 2014, being the latest practicable date for ascertaining certain information in this [REDACTED] before its publication

[REDACTED]

DEFINITIONS

[REDACTED]

“M&A Rules”

the Rules on Acquisition of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定), a regulation with respect to the mergers and acquisitions of domestic enterprises by foreign investors that came into effect on September 8, 2006 and was amended on June 22, 2009

[REDACTED]

“Maple Leaf Educational Systems”
or “BVI Holdco”

Maple Leaf Educational Systems Limited, a company incorporated under the laws of the BVI on April 28, 1992, and a wholly-owned subsidiary of the Company

“Memorandum” or “Memorandum
of Association”

the memorandum of association of our Company adopted on November 10, 2014, as amended from time to time

“MOE”

the Ministry of Education of the PRC

“MOFCOM”

the Ministry of Commerce of the PRC

“NDRC”

the National Development and Reform Commission

[REDACTED]

“Ordinary Share(s)”

ordinary share(s) with par value of US\$0.001 each in the share capital of our Company

[REDACTED]

DEFINITIONS

[REDACTED]

“PBOC”	the People’s Bank of China
“[REDACTED] Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on November 10, 2014 to take effect from [REDACTED], the principal terms of which are set out in the section headed “Appendix VI — Statutory and General Information — Further Information about Our Company — [REDACTED] Share Option Scheme” to this [REDACTED]
“PRC Holdcos”	Dalian Educational Group and Dalian Science and Education
“PRC Legal Counsel”	Tian Yuan Law Firm, a corporate law firm licensed to provide advice with respect to PRC laws headquartered in Beijing, China
“Preferred Shares”	the initial 18,000,000 redeemable convertible preferred shares with par value of US\$0.001 each in the share capital of our Company issued in connection with the [REDACTED] Investment
“Preferred Share Purchase Agreement”	the agreement entered into by the Company and Sequoia Capital China Growth Fund I, L.P. dated February 29, 2008, as amended on March 25, 2014 pursuant to which Sequoia Capital China Growth Fund I, L.P., subject to certain terms and conditions, agreed to subscribe for the Preferred Shares, as further described in the section headed “History and Corporate Structure — [REDACTED] Investment” in this [REDACTED]
“[REDACTED] Investment”	the [REDACTED] investment in the Company undertaken by Sequoia Capital China pursuant to the Preferred Share Purchase Agreement, details of which are set out in the section headed “History and Corporate Structure — [REDACTED] Investment” in this [REDACTED]
“[REDACTED] Investment Agreements”	the series of transaction documents, as amended, entered into, among others, by Sequoia Capital China and the Company in connection with the [REDACTED] Investment
“[REDACTED] Investors”	Sequoia Capital China Growth Fund I, L.P., Sequoia Capital China GF Principals Fund I, L.P. and Sequoia Capital China Growth Partners Fund I, L.P.
“[REDACTED] Share Option Scheme”	the share option scheme approved and adopted by our Company on April 1, 2008

[REDACTED]

DEFINITIONS

[REDACTED]

“QIB” a qualified institutional buyer as defined in Rule [REDACTED]

“QS” Quacquarelli Symonds, a higher education ranking agency

[REDACTED]

“RMB” or “Renminbi” Renminbi, the lawful currency of China

“RSU Scheme” the scheme adopted by our Company to grant RSUs to our directors, executive officers, senior managers and employees and those of our Subsidiaries to take effect upon [REDACTED]. See the section headed “Appendix VI — Statutory and General Information — Further Information about Our Company — RSU Scheme” to this [REDACTED]

“RSUs” restricted share units

[REDACTED]

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“SAFE”	State Administration of Foreign Exchange of the PRC
“Scheme Shares”	the Shares to be issued to and held on trust by the Scheme Trustee pursuant to the RSU Scheme
“Scheme Trustee”	the trustee to be appointed to administer the RSU Scheme
“September 2012 State Council Decision”	the Decision of the State Council on the Six Batch of Cancelled and Modified Administrative Examination and Approval Items (國務院關於第六批取消和調整行政審批專案的決定), which was published on September 23, 2012
“Sequoia Capital China” or “[REDACTED] Investor(s)”	collectively, Sequoia Capital China Growth Fund I, L.P., an exempted limited partnership registered in the Cayman Islands, Sequoia Capital China GF Principals Fund I, L.P., an exempted limited partnership registered in the Cayman Islands and Sequoia Capital China Growth Partners Fund I, L.P., an exempted limited partnership registered in the Cayman Islands
“Series A Warrant”	the warrant to purchase additional Preferred Shares entered into by the Company and Sequoia Capital China Growth Fund I, L.P. dated March 12, 2008, as amended on December 13, 2008 pursuant to the Preferred Share Purchase Agreement, as further described in the section headed “History and Corporate Structure — [REDACTED] Investment” in this [REDACTED]
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) of our Share(s)
“Shareholders’ equity”	Shares, retained earnings and accumulated other comprehensive income
“Share(s)”	Ordinary Share(s) and Preferred Share(s), and upon the completion of the [REDACTED] Ordinary Share(s)
“Sherman Investment”	Sherman Investment Holdings Limited, a company incorporated under the Laws of the BVI on April 13, 2007 and wholly-owned by the Founder
“Sino-Foreign Regulation”	the Regulation on Sino-Foreign Cooperation in Operating Schools (中華人民共和國中外合作辦學條例), promulgated by the State Council in 2003 and amended on July 18, 2013

[REDACTED]

“State Council”	the State Council of the PRC
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[REDACTED]

DEFINITIONS

[REDACTED]

“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed to it in the [REDACTED] Rules
“TBIG”	TBIG Education Holdings Limited, a company incorporated under the laws of the BVI on June 7, 2007, and an Independent Third Party
“Termination Agreement”	the agreement entered into by the Company and the [REDACTED] Investors dated January 15, 2014, pursuant to which the Series A Warrant was terminated with immediate effect and each party agreed to release and discharge each other from their respective duties, obligation and liabilities set out in the Series A Warrant
“Track Record Period”	the three financial years ended August 31, 2013 and the nine months ended May 31, 2014

[REDACTED]

“United States”, “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“World Top 100 Universities”	top 100 universities ranked by QS based on the QS World University Rankings 2011, 2012 and 2013
“Wuhan Foreign School”	Wuhan Maple Leaf Foreign Nationals School (武漢楓葉外籍人員子女學校), an entity established under the laws of the PRC on December 9, 2006 and a consolidated affiliated entity of our Company
“%”	percent

Unless otherwise specified, statements contained in this [REDACTED] assume no exercise of the [REDACTED] Option. See the section headed [REDACTED] in this [REDACTED].

Certain amounts and percentage figures included in this [REDACTED] have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

Unless otherwise expressly stated or the context otherwise requires, all data in this [REDACTED] is as of the date of this [REDACTED].