

CHINA EDUCATION GROUP HOLDINGS LIMITED
中國教育集團控股有限公司

(incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “ChinaEdu 中教常春藤”)
(於開曼群島註冊成立並以「ChinaEdu 中教常春藤」名稱在香港經營業務的有限公司)

GLOBAL OFFERING
全球發售

Number of Offer Shares under the Global Offering : 500,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 50,000,000 Shares (subject to reallocation)
Number of International Offering Shares : 450,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price : HK\$7.02 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund)
Nominal Value : HK\$0.00001 per Share
Stock Code : 839

全球發售的發售股份數目 : 500,000,000股股份 (可能因超額配股權行使而更改)
香港發售股份數目 : 50,000,000股股份 (可予重新分配)
國際發售股份數目 : 450,000,000股股份 (可予重新分配, 並可能因超額配股權行使而更改)
最高發售價 : 每股發售股份7.02港元, 另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費 (須於申請時以港元繳足, 多繳款項將予退還)
面值 : 每股股份0.00001港元
股份代號 : 839

Please read carefully the prospectus of China Education Group Holdings Limited (the “Company”) dated 5 December 2017 (the “Prospectus”) (in particular, the section on “How to Apply for Hong Kong Offer Shares” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meaning when used in this Application Form unless defined herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the section headed “Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection” in Appendix VI to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), The Securities and Futures Commission (the “SFC”) and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed “Personal Data” in the section “How to Apply for Hong Kong Offer Shares” in the Prospectus which sets out the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

The information contained in this Application Form is not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the “Securities Act”).

The Shares may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the Securities Act. No public offering of the securities will be made in the United States.

To: China Education Group Holdings Limited
Sole Sponsor
Joint Global Coordinators
Joint Bookrunners
Joint Lead Managers
Hong Kong Underwriters

香港交易及結算所有限公司、香港聯合交易所有限公司 (「聯交所」) 及香港中央結算有限公司 (「香港結算」) 對本申請表格的內容概不負責, 對其準確性或完整性亦不發表任何聲明, 並明確表示概不就因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本申請表格連同白色及黃色申請表格、招股章程及招股章程附錄六「送呈香港公司註冊處處長及備查文件」一節所列的其他文件, 已遵照香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會 (「證監會」) 及香港公司註冊處處長對任何此等文件之內容概不負責。

閣下敬請留意招股章程「如何申請香港發售股份」一節「個人資料」一段, 當中載有本公司及其香港證券登記處有關個人資料及遵守個人資料(私隱)條例的政策及慣例。

本申請表格所載資料, 不得在或向美國(包括其領土及屬地、美國各州及哥倫比亞特區)境內直接或間接分發。該等資料不構成或組成在美國購買或認購證券的任何要約或遊說的一部分。本申請表格所述股份並無且不會根據1933年美國證券法(經修訂)(「證券法」)登記。

除非已進行登記或獲得豁免遵守證券法的登記規定, 否則不得於美國提呈發售或出售股份。證券不會在美國公開提呈發售。

致: 中國教育集團控股有限公司
獨家保薦人
聯席全球協調人
聯席賬簿管理人
聯席牽頭經辦人
香港包銷商

I We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for White Form eIPO Applications submitted via Banks/Stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our White Form eIPO services in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

吾等確認, 吾等已(i)遵守電子公開發售指引及透過銀行/股票經紀遞交白表eIPO申請的運作程序以及與吾等就香港公開發售提供白表eIPO服務有關的所有適用法律法規(不論屬法定或其他者); 及(ii)閱讀招股章程及本申請表格所載條款及條件以及申請程序, 並同意受其約束。為代表與本申請有關的每名相關申請人作出申請, 吾等:

- 按照招股章程及本申請表格的條款及條件, 並在組織章程細則規限下, 申請以下數目的香港發售股份;
- 夾附申請認購香港發售股份所需的全數款項(包括1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費);
- 確認相關申請人已承諾及同意接納所申請認購的香港發售股份, 或該等相關申請人根據本申請獲分配的任何較少數目的香港發售股份;
- 承諾及確認相關申請人及相關申請人為其利益而提出申請的人士並無申請或接納或表示有意認購或收取或獲配售或分配(包括有條件及/或暫定), 並將不會申請或接納或表示有意認購國際發售的任何發售股份, 亦不會以其他方式參與國際發售;
- 明白本公司及法國巴黎證券將依賴此等聲明及陳述, 以決定是否就本申請配發任何香港發售股份, 及相關申請人如作出虛假聲明, 可能會遭受檢控;
- 授權本公司將相關申請人的姓名/名稱列入本公司股東名冊內, 作為任何將配發予相關申請人的香港發售股份的持有人, 並(在符合本申請表格及招股章程所載條款及條件的情況下)根據本申請表格及招股章程所載程序按本申請表格上所示地址以普通郵遞方式寄發任何股票(如適用), 郵誤風險概由該相關申請人自行承擔;
- 倘申請人使用單一銀行賬戶支付申請股款, 要求將任何電子退款指示發送至申請付款賬戶內;
- 要求任何退款支票以使用多個銀行賬戶支付申請股款的相關申請人為抬頭人;
- 確認各相關申請人已閱讀本申請表格及招股章程所載條款及條件以及申請程序, 並同意受其約束;
- 聲明、保證及承諾向相關申請人或由相關申請人或為其利益而提出本申請的人士配發或申請認購香港發售股份, 不會引致本公司、法國巴黎證券或其各自的高級職員或顧問須遵從香港以外任何地區的法例或規例(不論是否具法律效力)的任何規定; 及
- 同意本申請、任何對本申請的接納以及因而產生的合同, 將受香港法例管轄及按其詮釋。

Signature 簽名	Date 日期
Name of applicant 申請人姓名/名稱	Capacity 身份

We, on behalf of the underlying applicants, offer to purchase 吾等(代表相關申請人)要約購買	Total number of Shares 股份總數
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Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the read only CD-ROM submitted with this application form. 香港發售股份(代表相關申請人, 其詳細資料載於連同本申請表格遞交的唯讀光碟)。

Total of 現夾附合共	cheque(s) 張支票	Cheques number(s) 支票號碼
are enclosed for a total sum of 總金額為	HK\$	港元

4 Please use BLOCK letters 請用正楷填寫

Name of White Form eIPO Service Provider 白表eIPO服務供應商名稱	White Form eIPO Service Provider ID 白表eIPO服務供應商編號		
Chinese Name 中文名稱	White Form eIPO Service Provider ID 白表eIPO服務供應商編號		
Name of contact person 聯絡人姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼	
Address 地址	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交		
	Broker no. 經紀號碼		
	Broker's Chop 經紀印章		

For Bank Use 此欄供銀行填寫

GUIDE TO COMPLETING THIS APPLICATION FORM

References to boxes below are to the numbered boxes on this Application Form.

1 Sign and date the Application Form in Box 1. Only a written signature will be accepted.

The name and the representative capacity of the signatory should also be stated. To apply for Hong Kong Offer Shares using this Application Form, you must be named in the list of **White Form eIPO** Service Providers who may provide **White Form eIPO** services in relation to the Hong Kong Public Offering, which was released by the SFC.

2 Put in Box 2 (in figures) the total number of Hong Kong Offer Shares for which you wish to apply on behalf of the underlying applicants.

Applicant details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

3 Complete your payment details in Box 3.

You must state in this box the number of cheque(s) you are enclosing together with this Application Form; and you must state on the reverse of each of those cheque(s) (i) your **White Form eIPO** Service Provider ID and (ii) the file number of the data file containing application details of the underlying applicant(s). The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Hong Kong Offer Shares applied for in Box 2. All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop. For payments by cheque, the cheque must:

- be in Hong Kong dollars;
- be drawn on a Hong Kong dollar bank account in Hong Kong;
- show your (or your nominee's) account name;
- be made payable to “**Horsford Nominees Limited — China Education Public Offer**”;
- be crossed “Account Payee Only”;
- not be post dated; and
- be signed by the authorized signatories of the **White Form eIPO** Service Provider.

Your application may be rejected if any of these requirements is not met or if the cheque is dishonoured on its first presentation.

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application. The Company and BNP Paribas have full discretion to reject any applications in the case of discrepancies. No receipt will be issued for sums paid on application.

4 Insert your details in Box 4 (using BLOCK letters).

You should write the name, ID and address of the **White Form eIPO** Service Provider in this box. You should also include the name and telephone number of the contact person at your place of business and where applicable, the Broker No. and Broker's Chop.

Personal Data

Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of the Hong Kong Offer Shares, of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”).

1. Reasons for the collection of your personal data

From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company or its agents and/or its Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the Company and/or its Hong Kong Share Registrars to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Offer Shares which you have successfully applied for and/or the despatch of Share certificate(s), and/or the despatch of the e-Refund payment instructions, and/or the despatch of refund cheque(s) to which you are entitled. It is important that holders of securities inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

2. Purposes

The personal data of the applicants and the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and e-Refund payment instructions/refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this form and the Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting to conduct signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and securities' holders profiles;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to holders of securities and/or regulators and/or any other purpose to which the holders of securities may from time to time agree.

3. Transfer of personal data

Personal data held by the Company and the Hong Kong Share Registrar relating to the holders of securities will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) the personal data of the holders of securities to, from or with any and all of the following persons and entities:

- the Company or its appointed agents such as financial advisers, receiving banker and overseas principal registrars;
- where applicants for securities request deposit into CCASS, to HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company and/or the Hong Kong Share Registrar in connection with the operation of their respective businesses;
- the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers, etc.

4. Retention of personal data

The Company and its Hong Kong Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access and correction of personal data

The Ordinance provides the holders of securities with rights to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company at its registered office disclosed in the “Corporate Information” section in the Prospectus or as notified from time to time in accordance with applicable law, for the attention of the Company secretary or (as the case may be) the Hong Kong Share Registrar for the attention of the Privacy Compliance Officer for the purposes of the Ordinance.

By signing this form, you agree to all of the above.

填寫本申請表格的指引

下文提述的號碼乃本申請表格中各欄的編號。

1 在申請表格欄1簽署及填上日期。僅接受親筆簽名。

簽署人的姓名／名稱及代表身份亦必須註明。如要使用本申請表格申請香港發售股份，閣下必須為名列於證監會公佈的白表eIPO服務供應商名單內可以就香港公開發售提供白表eIPO服務的人士。

2 在欄2填上閣下欲代表相關申請人申請認購的香港發售股份總數（請填寫數字）。

閣下代其作出申請的相關申請人資料，必須載於連同本申請表格遞交的一個唯讀光碟格式資料檔案內。

3 在欄3填上閣下付款的詳細資料。

閣下必須在此欄註明閣下連同本申請表格夾附的支票數目；並在每張支票的背面註明(i)閣下的白表eIPO服務供應商編號及(ii)載有相關申請人申請詳細資料的資料檔案的檔案編號。

此欄所註明的金額必須與欄2所申請認購的香港發售股份總數應付的金額相同。

所有支票及本申請表格，連同載有唯讀光碟的密封信封（如有）必須放進蓋上閣下公司印章的信封內。如以支票繳付股款，該支票必須：

- 為港元支票；
- 以在香港開設的港元銀行賬戶開出；
- 顯示閣下（或閣下代名人）的賬戶名稱；
- 註明抬頭人為「浩豐代理人有限公司 — 中國教育公開發售」；

- 劃線註明「只准入抬頭人賬戶」；
- 不得為期票；及
- 由白表eIPO服務供應商的授權簽署人簽署。

倘未能符合任何此等規定或倘支票首次過戶不獲兌現，閣下的申請可遭拒絕受理。

閣下有責任確保所遞交的支票上的詳細資料與就本申請遞交的唯讀光碟或資料檔案所載的申請詳細資料相同。倘出現差異，本公司及法國巴黎證券有絕對酌情權拒絕任何申請。

申請時繳付的金額將不會獲發收據。

4 在欄4填上閣下的詳細資料（用正楷填寫）。

閣下必須在此欄填上白表eIPO服務供應商的名稱、編號及地址。閣下亦必須填寫閣下營業地點的聯絡人士的姓名及電話號碼及（如適用）經紀號碼及加蓋經紀印章。

個人資料

個人資料收集聲明

此項個人資料收集聲明是向香港發售股份申請人及持有人說明本公司及其香港證券登記處有關個人資料及香港法例第486章個人資料（私隱）條例（「**條例**」）方面的政策及慣例。

1. 收集閣下個人資料的原因

證券申請人或證券登記持有人申請證券或將證券轉往其名下，或將名下證券轉讓予他人，或要求香港證券登記處提供服務時，須不時向本公司或其代理及／或其香港證券登記處提供其最新的準確個人資料。

未能提供所要求的資料可能導致閣下的證券申請被拒絕或延遲，或本公司及／或其香港證券登記處無法落實轉讓或提供服務。此舉亦可能妨礙或延遲登記或轉讓閣下成功申請的香港發售股份及／或寄發股票及／或發送電子退款指示及／或寄發閣下應得的退款支票。

證券持有人所提供的個人資料如有任何錯誤，須立即通知本公司及香港證券登記處。

2. 目的

證券申請人及持有人的個人資料可以任何方式被採用、持有及／或保存以作以下用途：

- 處理閣下的申請及電子退款指示／退款支票（如適用）及核實是否遵守本表格及招股章程所載條款及申請程序及公佈香港發售股份的分配結果；

- 使香港及其他地區的所有適用法例及規例得到遵守；

- 以證券持有人（包括以香港結算代理人（如適用））的名義登記新發行證券或轉讓或受讓證券；
- 存置或更新本公司證券持有人的名冊；
- 進行或協助進行簽名核對、任何其他核對或交換資料；

- 確定本公司證券持有人的受益權利，如股息、供股及紅股等；

- 分發本公司及其子公司的通訊；
- 編製統計資料及證券持有人資料；
- 披露有關資料以便就權益提出申索；及
- 與上述者有關的任何其他附帶或相關目的及／或使本公司及香港證券登記處能履行對證券持有人及／或監管機構承擔的責任及／或證券持有人不時同意的任何其他目的。

3. 轉交個人資料

本公司及香港證券登記處會對證券持有人的個人資料保密，但本公司及其香港證券登記處可以在為達到上述目的而作出其視為必要之查詢以確定個人資料的準確性，尤其可能會向、從或聯同下列任何及所有人士及機構披露、獲取或轉交證券持有人的個人資料（無論在香港境內或境外）：

- 本公司或其委任的代理，如財務顧問、收款銀行及海外主要證券登記處；

- （如證券申請人要求將證券存於中央結算系統）香港結算及香港結算代理人；其將會就中央結算系統的運作使用有關個人資料；

- 向本公司及／或香港證券登記處提供與其各自業務運作有關的行政、電訊、電腦、付款或其他服務的任何代理、承包商或第三方服務供應商；

- 聯交所、證監會及任何其他法定、監管或政府機關；及

- 證券持有人與其進行或擬進行交易的任何其他人士或機構，如其銀行、律師、會計師或股票經紀等。

4. 個人資料的保留

本公司及其香港證券登記處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無需保留的個人資料將會根據條例銷毀或處理。

5. 查閱和更正個人資料

條例賦予證券持有人權利以確定本公司或香港證券登記處是否持有其個人資料、索取有關資料副本及更正任何不準確之資料。根據條例規定，本公司及香港證券登記處有權就處理任何查閱資料的要求收取合理費用。所有關於查閱資料或更正資料或查詢關於政策及慣例及所持有資料類別的信息的要求，應按照招股章程「公司資料」一節中披露的本公司註冊辦事處或根據適用法律不時通知的地址，向本公司的公司秘書或（視乎情況而定）香港證券登記處屬下就條例所指的私隱事務主任提出。

閣下簽署本表格，即表示同意上述所有規定。

DELIVERY OF THIS APPLICATION FORM

This completed Application Form, together with the appropriate cheque(s) together with a sealed envelope containing the CD-Rom, must be submitted to the following receiving bank by 4:00 p.m. on 8 December 2017:

Standard Chartered Bank (Hong Kong) Limited
15/F Standard Chartered Tower
388 Kwun Tong Road
Kwun Tong

遞交本申請表格

經填妥的本申請表格，連同適用支票及裝有唯讀光碟的密封信封，必須於2017年12月8日下午四時正前，送達下列收款銀行：

渣打銀行（香港）有限公司
觀塘
觀塘道388號
渣打中心15樓