

## DEFINITIONS

*In this document, unless the context otherwise requires, the following expressions have the following meanings.*

"affiliate(s)"	with respect to any specific person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
"Anhui Simai'er"	Anhui Simai'er Catering Co., Ltd.* (安徽思麥爾餐飲有限公司), a limited liability company established under the laws of the PRC on September 5, 2011, which is directly wholly-owned by Langjie Technology
"Anhui Xinhua Education"	Anhui Xinhua Education Group Co., Ltd.* (安徽新華教育集團有限公司), a limited liability company established under the laws of the PRC on March 30, 2004, which is owned as to 42.6667% by Mr. Wu Junbao, as to 29.2222% by Mr. Wu Wei and as to 28.1111% by Mr. Xiao Guoqing

### [REDACTED]

"Articles" or "Articles of Association"	the articles of association of our Company conditionally adopted on [●], 2019 which will become effective upon the [REDACTED], a summary of which is set out in Appendix IV to this document, as amended from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board" or "Board of Directors"	the board of Directors of our Company
"Business Day" or "business day"	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
"BVI"	the British Virgin Islands
"Capitalization Issue"	the issue of [REDACTED] Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in "A. Further Information about Our Company — 4. Written resolutions of the then Shareholders passed on [●], 2019" in Appendix V to this document

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[REDACTED]

"Chengdu Tianji"	Chengdu Tianji Education Management Co., Ltd.* (成都天極教育管理有限公司), a limited liability company established under the laws of the PRC on April 16, 2001 and one of our PRC Consolidated Affiliated Entities
"China" or "PRC"	the People's Republic of China excluding for the purpose of this document, Hong Kong, the Macau Special Administrative Region and Taiwan
"China East BVI"	China East Education Investment Limited (中國東方教育投資有限公司), a limited liability company incorporated under the laws of the BVI on October 19, 2018 and a directly wholly-owned subsidiary of our Company
"China Xinhua Vocational"	China Xinhua Vocational Education Holdings Limited (中國新華職業教育控股有限公司), a limited liability company incorporated under the laws of Hong Kong on August 10, 2018 which is an indirectly wholly-owned subsidiary of our Company
"Companies (WUMP) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as the same may be amended, supplemented or otherwise modified from time to time
"Company" or "our Company"	China East Education Holdings Limited (中國東方教育控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on October 4, 2018
"connected person(s)"	has the meaning ascribed to it under the Listing Rules

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“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules and unless the context otherwise requires, refers to the controlling shareholders of our Company, namely Mr. Wu Junbao and Wu Junbao Education
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Reorganization”	the corporate reorganization of our Group conducted in preparation for the [REDACTED], details of which are set out in “History and Corporate Structure — Corporate Reorganization” in this document
“Cuisine Academy”	customized catering experience centers, providing customized catering experience services to customers who are interested in cooking or plan to establish their own businesses in the catering industry
“Deed of Indemnity”	a deed of indemnity dated [●], 2019 entered into by our Controlling Shareholders in favor of our Company (for ourselves and as trustee for our subsidiaries) in respect of, among other things, certain indemnities, further information of which is set out in “G. Other Information — 1. Deed of Indemnity” in Appendix V to this document
“Deed of Non-competition”	a deed of non-competition dated [●], 2019 entered into by Mr. Wu Junbao, Wu Junbao Education, Mr. Wu Wei, Wu Wei Education, Mr. Xiao Guoqing and Xiao Guoqing Education in favor of our Company (for ourselves and as trustee for each of our subsidiaries from time to time) regarding the non-competition undertaking
“Director(s)”	the directors of our Company
“Dong Fang Qi”	Hefei Dong Fang Qi Corporate Management Centre (Limited Partnership)* (合肥東方齊企業管理中心(有限合伙)), a limited liability partnership established in the PRC on June 30, 2016, with Mr. Wu Junbao as general partner and Mr. Wu Wei and Mr. Xiao Guoqing as limited partners
“Draft Foreign Investment Law”	the draft version of the <i>Foreign Investment Law</i> (《中華人民共和國外國投資法(草案徵求意見稿)》) issued by the MOFCOM on January 19, 2015 for public consultation

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"EIT Law" the *PRC Enterprise Income Tax Law* (《中華人民共和國企業所得稅法》) adopted by the National People's Congress of the PRC on March 16, 2007 and which became effective on January 1, 2008 and revised on February 24, 2017, which became effective on the same date

"FIE" foreign invested enterprise

"Foreign Investment Catalog" the *Guidance Catalog of Industries for Foreign Investment* (《外商投資產業指導目錄(2017)》), which was promulgated jointly by the MOFCOM and the NDRC on June 28, 2017 and became effective from July 28, 2017, which is amended from time to time

[REDACTED] the [REDACTED] and the [REDACTED]

[REDACTED]

"Group", "our Group", "we" or "us" our Company, its subsidiaries and the consolidated affiliated entities from time to time, or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time

"HK New Oriental" HK New Oriental Culinary Art Limited (香港新東方烹飪培訓有限公司), a limited company incorporated under the laws of Hong Kong on February 3, 2015 which is an indirectly wholly-owned subsidiary of our Company, and one of the Schools under New East Culinary Education

"HK\$", "Hong Kong dollar(s)", "HKD" or "cents" Hong Kong dollars and cents, respectively, the lawful currency for the time being of Hong Kong

[REDACTED]

"Hong Kong" or "HK" the Hong Kong Special Administrative Region of the PRC

[REDACTED]

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## DEFINITIONS

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[REDACTED]

“Independent Third  
Party(ies)”

an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates

[REDACTED]

“Langjie Technology”

Beijing Langjie Technology Co., Ltd.\* (北京朗傑科技有限公司), a limited liability company established under the laws of the PRC on September 28, 2006, which is directly wholly-owned by Xinhua Chuangzhi

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"Latest Practicable Date"	[November 28], 2018, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
"Le En Te"	Hefei Le En Te Corporate Management Centre (Limited Partnership)* (合肥樂恩特企業管理中心(有限合伙)), a limited liability partnership established in the PRC on June 30, 2016, with Mr. Wu Junbao as general partner and Mr. Wu Wei and Mr. Xiao Guoqing as limited partners
[REDACTED]	
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Lu Lu Education"	Lu Lu Education Company Limited (露露教育有限公司), a limited liability company incorporated under the laws of BVI on September 24, 2018, which is wholly-owned by Ms. Lu Lu (呂露), an Independent Third Party
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
"Memorandum of Association" or "Memorandum"	the memorandum of association of our Company adopted on [●], 2019 and as amended from time to time
"MHRSS"	the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)
"Miwei Technology"	Beijing Miwei Technology Co., Ltd.* (北京秘味科技有限公司), a limited liability company established under the laws of the PRC on August 14, 2017 which was in the process of being disposed of as of the Latest Practicable Date
"MOE"	the Ministry of Education of the PRC (中華人民共和國教育部)

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"MOE Draft for Comments"	the <i>Draft Revision of the Regulations on the Implementation of the Law for Promoting Private Education of the PRC (the Draft for Comments)</i> (《中華人民共和國民辦教育促進法實施條例(修訂草案)(徵求意見稿)》) issued by the MOE on April 20, 2018 to seek public comments
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"MOJ"	the Ministry of Justice of the PRC (中華人民共和國司法部)
"MOJ Draft for Comments"	the <i>Draft Revision of the Regulations on the Implementation of the Law for Promoting Private Education of the PRC (the Draft for Examination and Approval)</i> (《中華人民共和國民辦教育促進法實施條例(修訂草案)(送審稿)》) issued by the MOJ on August 10, 2018 to seek public comments
"Nanjing School"	Nanjing Culinary Technical School* (南京烹飪技工學校), one of our Schools under New East Culinary Education
"National People's Congress" or "NPC"	the National People's Congress of the PRC (中華人民共和國全國人民代表大會)
"Negative List"	the <i>Special Management Measures (Negative List) for Foreign Investment Access (2018)</i> (《外商投資准入特別管理措施(負面清單)(2018版)》), issued by the MOFCOM and the NDRC on June 28, 2018 and effective on July 28, 2018
"NDRC"	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
"New East Culinary Education" or "New East"	one of our brands that we founded in 1988, primarily providing culinary vocational training education to students

[REDACTED]

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[REDACTED]

"Omick Education of Western Cuisine and Pastry" or "Omick"      one of our brands, which offers culinary training with a focus on western cuisine and pastry

[REDACTED]

"PRC Company Law"      the *Company Law of the PRC* (《中華人民共和國公司法》), as enacted by the Standing Committee of the Eighth National People's Congress on December 29, 1993 and effective on July 1, 1994, and subsequently amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013 and October 26, 2018 as amended, supplemented or otherwise modified from time to time

"PRC Consolidated Affiliated Entities"      the entities that we control through the Structured Contracts which comprised our Schools and their respective school sponsors or shareholders (as the case may be), and other entities

"PRC government" or "State"      the central government of the PRC, including all governmental sub-divisions (such as provincial, municipal and other regional or local government entities)

"PRC Legal Advisors"      Haiwen & Partners, our legal advisors as to PRC laws

"[REDACTED] Share Option Scheme"      the [REDACTED] share option scheme conditionally adopted by our Company on [●], 2018 as amended from time to time, the principal terms of which are set out in "F. [REDACTED] Share Option Scheme and Share Option Scheme — 1. [REDACTED] Share Option Scheme" in Appendix V to this document



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[REDACTED]

"province"	a province, autonomous administrative region or municipality under the direct administration of the central government in China
"QIBs"	qualified institutional buyers within the meaning of Rule 144A
"Registered Shareholders"	Mr. Wu Junbao, Mr. Wu Wei and Mr. Xiao Guoqing, the registered shareholders of Anhui Xinhua Education
"Regulation S"	Regulation S under the U.S. Securities Act
"RMB" or "Renminbi"	Renminbi, the lawful currency for the time being of the PRC
"Rule 144A"	Rule 144A under the U.S. Securities Act
"SAFE"	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
"SAIC" or "State Administration for Industry and Commerce"	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), now known as the State Administration for Market Regulation (中華人民共和國國家市場監督管理總局)
"SAT"	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
"School(s)"	the schools and entities that we operate or may operate to provide education services under New East Culinary Education, Wontone Automotive Education, Xinhua Internet Technology Education, Omick Education of Western Cuisine and Pastry, and Wisezone Data Technology Education from time to time

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“SCNPC”	the Standing Committee of the National People’s Congress (全國人大常委會)
“SFC” or “Securities and Futures Commission”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.0001 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], 2019, the principal terms of which are summarized in “F. [REDACTED] Share Option Scheme and Share Option Scheme — 2. Share Option Scheme” in Appendix V to this document
“Shareholder(s)”	holder(s) of the Share(s)
“Sino-Foreign Regulation”	the <i>Regulation on Sino-Foreign Cooperation in Operating Schools</i> (《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, the <i>Implementing Measures on the Regulation on Sino-foreign Cooperation in Operating Schools</i> (《中外合作辦學條例實施辦法》), promulgated by the Ministry of Education on July 1, 2004, and the <i>Management Measures on the Sino-foreign Cooperative School Running regarding Vocational Skills Training</i> (《中外合作職業技能培訓辦學管理辦法》), promulgated by the Ministry of Labour and Social Security on July 26, 2006

[REDACTED]

“Sole Sponsor”	BNP Paribas Securities (Asia) Limited, a corporation licensed to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Special Management Measures Catalog”	<i>Special Management Measures Catalog</i> (《特別管理設施》) to be published by the State Council pursuant to the Draft Foneign Investment Law

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[REDACTED]

"State Council" the State Council of the PRC (中華人民共和國國務院)

[REDACTED]

"Stock Exchange" or "Hong Kong Stock Exchange" The Stock Exchange of Hong Kong Limited

"Structured Contracts" collectively, the exclusive management consultancy and business cooperation agreements, the exclusive call option agreements, the equity pledge agreement, the powers of attorney, the accounts receivable pledge agreement, the school sponsors' or capital contributors' rights entrustment agreement and the school sponsor's or capital contributor's powers of attorney, further details of which are set out in "Structured Contracts" in this document

"subsidiary(ies)" has the meaning ascribed to it under the Listing Rules. For the avoidance of doubt, the Subsidiaries include our PRC Consolidated Affiliated Entities in this document

"substantial Shareholder(s)" has the meaning ascribed to it under the Listing Rules

"Track Record Period" the three years ended December 31, 2015, 2016 and 2017, and the eight months ended August 31, 2018

"U.S." or "United States" the United States of America, its territories, its possessions and all areas subject to its jurisdiction

"U.S. Securities Act" the U.S. Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder

[REDACTED]

"WFOE" or "Xinhua Chuangzhi" Hefei Xinhua Chuangzhi Education Management Co., Ltd.\* (合肥新華創智教育管理有限公司), a limited liability company established under the laws of the PRC on August 28, 2018, which is indirectly wholly-owned by our Company

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[REDACTED]

"Wide Bridge"	Wide Bridge Education Limited (慧橋教育有限公司), a limited company incorporated under the laws of Hong Kong on October 26, 2018, which is indirectly wholly-owned by our Company
"Wisezone Data Technology Education" or "Wisezone"	one of our brands, which was established in 2005 with an aim to training professional data technology engineers and equipping them with applicable information technology skills
"Wontone Automotive Education" or "Wontone"	one of our brands offering comprehensive automobile mechanics training to students
"Wu Junbao Education"	Wu Junbao Education Company Limited (吳俊保教育有限公司), a limited liability company established under the laws of the BVI on September 12, 2018, which is directly wholly-owned by Mr. Wu Junbao
"Wu Wei Education"	Wu Wei Education Company Limited (吳偉教育有限公司), a limited liability company established under the laws of the BVI on September 12, 2018, which is directly wholly-owned by Mr. Wu Wei
"Xiao Guoqing Education"	Xiao Guoqing Education Company Limited (肖國慶教育有限公司), a limited liability company established under the laws of the BVI on September 12, 2018, which is directly wholly-owned by Mr. Xiao Guoqing
"Xinhua Internet Technology Education" or "Xinhua Internet"	one of our brands offering information technology-related training to students

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"Xinhua Investment"	Anhui Xinhua Investment Group Co., Ltd.* (安徽新華投資集團有限公司) (formerly known as Anhui Xinhua Investment Co., Ltd.* (安徽新華投資有限公司)), a limited liability company established under the laws of the PRC on August 11, 2017 and is owned by Mr. Wu Junbao and Mr. Wu Di, the son of Mr. Wu Junbao, as to 99% and 1%, respectively
"Xinhua Training School US"	Xinhua Vocational Education Training School, a private vocational training education institution to be established by our Group in the State of California, U.S. to offer vocational training programs
"Xinhua US"	Xinhua Education Group, a company incorporated in the State of California, the United States, with limited liability on October 2, 2018, which as of the Latest Practicable Date, an indirect wholly-owned subsidiary of our Company

[REDACTED]

"%"	per cent
"2016 Decision"	the <i>Decision on Amending the Law for Promoting Private Education of the PRC</i> (《關於修改〈中華人民共和國民辦教育促進法〉的決定》) approved by the Standing Committee of the National People's Congress on November 2016, which took effect on September 1, 2017

*Certain amounts and percentage figures included in this document 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.*

*In this document, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars or U.S. dollars at an exchange rate of RMB0.8880 = HK\$1.00 or RMB6.9475 = US\$1.00, respectively, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into Hong Kong dollars or U.S. dollars at such rates or any other exchange rates on such date or any other date.*

*If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with "\*" and the Chinese translation of company or entity names in English which are marked with "\*" is for identification purpose only.*

*Unless otherwise specified, all relevant information in this document assumes no exercise of the [REDACTED].*