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## DEFINITIONS

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*Unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of technical terms.”*

“%”	per cent
“Accountant’s Report”	the report prepared by PricewaterhouseCoopers as set out in Appendix I
“Adjusted Net Profit”	a non-IFRS measure that eliminates the effect of certain non-recurring items from our profit for the year. See “Financial Information — Non-IFRS Measure”
“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
“Alpine Electronics”	Alpine Electronics, Inc., a company incorporated under the laws of Japan and a wholly-owned subsidiary of Alps Alpine Co., Ltd. (a company listed on the Tokyo stock exchange (stock code: TSE-67700)), and a Shareholder
“Apex Venture”	Apex Venture Holdings, Inc., a company incorporated under the laws of the United States and a Shareholder
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) or GREEN Application Form(s), individually or collectively, as the context so requires, which is used in relation to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on 11 September 2020 with effect from the Listing Date, as amended from time to time, a summary of which is set out in “Summary of the constitution of our Company and Cayman Companies Law” in Appendix IV
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Assumptions”	assuming that the Over-allotment Option and options granted under the Pre-IPO Share Incentive Scheme are not exercised, and no options are granted under the Post-IPO Share Incentive Scheme
“Audit Committee”	the audit committee of the Board
“Board”	the board of directors of our Company

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## DEFINITIONS

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<b>“business day”</b>	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
<b>“BVI”</b>	British Virgin Islands
<b>“CAGR”</b>	compound annual growth rate
<b>“Cayman Companies Law”</b>	the <i>Companies Law, Cap. 22</i> (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
<b>“CCASS”</b>	the Central Clearing and Settlement System established and operated by HKSCC
<b>“CCASS Clearing Participant”</b>	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
<b>“CCASS Custodian Participant”</b>	a person admitted to participate in CCASS as a custodian participant
<b>“CCASS Investor Participant”</b>	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
<b>“CCASS Participant”</b>	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
<b>“Century Bliss”</b>	Century Bliss International Limited, a company incorporated under the laws of the BVI with limited liability and a Shareholder
<b>“Chengdu Development”</b>	Chengdu Neusoft Information Technology Development Co., Ltd. (成都東軟信息技術發展有限公司), the majority school sponsor for Chengdu University, and a company incorporated under PRC Laws on 8 July 2002 and a wholly-owned subsidiary of our Operating Entity
<b>“Chengdu University”</b>	Chengdu Neusoft University (成都東軟學院), established in 2003, and one of the higher education schools operated by our Group
<b>“China” or “the PRC”</b>	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
<b>“close associate”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Companies Ordinance”</b>	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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<b>“Companies (Winding Up and Miscellaneous Provisions) Ordinance”</b>	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
<b>“Company”, “our Company”, or “the Company”</b>	Neusoft Education Technology Co. Limited (東軟教育科技有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 20 August 2018
<b>“Company Secretary” or “Company Secretaries”</b>	Ms. HE Jing and Ms. MAK Po Man Cherie, or any one of them, each of whom is a company secretary of our Company
<b>“Compliance Adviser”</b>	Somerley Capital Limited (新百利融資有限公司)
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“connected transaction(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Consolidated Affiliated Entity” or “Consolidated Affiliated Entities”</b>	entities controlled by the Company through the Contractual Arrangements and considered as our subsidiaries
<b>“Consolidated Financial Statements”</b>	the audited consolidated financial statements of our Group for the years ended 31 December 2017, 2018 and 2019 and the three months ended 31 March 2020, as included in Appendix I as a copy of the Accountant’s Report
<b>“Contractual Arrangements”</b>	the contractual arrangements entered into by our Group as described in “Contractual Arrangements”
<b>“Controlling Shareholder(s)”</b>	has the meaning ascribed to it under the Listing Rules, and unless the context otherwise requires, to the persons listed in “Relationship with our Controlling Shareholders”, namely Dr. J. Liu and Neusoft Holdings (together with Neusoft Holdings’ wholly-owned subsidiaries Neusoft International, Dongkong First and Dongkong Second)
<b>“Dalian Education”</b>	Dalian Neusoft Education Technology Group Co. Limited (大連東軟教育科技集團有限公司, formerly known as 東軟教育科技(大連)有限公司), a company incorporated under PRC Laws on 3 August 2018 and a wholly-owned subsidiary of our JV
<b>“Dalian Kang Ruidao”</b>	Dalian Kang Ruidao Management Consulting Centre (Limited Partnership) (大連康睿道管理諮詢中心(有限合夥))
<b>“Dalian Siwei”</b>	Dalian Neusoft Siwei Technology Development Co., Ltd. (大連東軟思維科技發展有限公司)

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## DEFINITIONS

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<b>“Dalian Technology”</b>	Dalian Neusoft Technology Development Co., Ltd. (大連東軟科技發展有限公司), a company incorporated under PRC Laws on 10 October 2013 and a wholly-owned subsidiary of our JV
<b>“Dalian University”</b>	Dalian Neusoft University of Information (大連東軟信息學院), established in 2004, and one of the higher education schools operated by our Group
<b>“Dalian Yunguan”</b>	Dalian Yunguan Information Technology Co., Ltd. (大連雲觀信息技術有限公司), a company incorporated under PRC Laws on 19 February 2013 and a wholly-owned subsidiary of our JV
<b>“Dalian Zengdao”</b>	Dalian Zengdao Management Consulting Centre Limited Partnership (大連增道管理諮詢中心(有限合夥))
<b>“Director(s)”</b>	the director(s) of our Company
<b>“Dongkong First”</b>	Dongkong Education First Investment Inc. (東控教育第一投資有限公司), a company incorporated under the laws of the BVI and a Controlling Shareholder
<b>“Dongkong Second”</b>	Dongkong Education Second Investment Inc. (東控教育第二投資有限公司), a company incorporated under the laws of the BVI and a Controlling Shareholder
<b>“Dr. J. Liu” or “Chairperson”</b>	LIU Jiren (劉積仁), our Chairperson, Director and a core founding member of our Group
<b>“Dr. Qu”</b>	QU Daokui (曲道奎), our Director
<b>“Dr. S. Liu”</b>	LIU Shulian (劉淑蓮), our Director
<b>“Dr. Wang”</b>	WANG Weiping (王衛平), our Director
<b>“Dr. Wen”</b>	WEN Tao (溫濤), our Director
<b>“Dr. Yang”</b>	YANG Li (楊利), our Director
<b>“Dr. Zhang”</b>	ZHANG Yinghui (張應輝), our Director
<b>“Extreme Conditions”</b>	extreme conditions caused by a super typhoon as announced by the government of Hong Kong, or any extreme conditions or events, the occurrence of which causes serious interruption to the ordinary course business operations in Hong Kong

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## DEFINITIONS

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“ <b>FIL</b> ”	the Foreign Investment Law (中華人民共和國外商投資法) enacted by the 2 <sup>nd</sup> session of the 13 <sup>th</sup> National People’s Congress on 15 March 2019
“ <b>Foshan Development</b> ”	Foshan Nanhai Neusoft Information Technology Development Co., Ltd. (佛山市南海東軟信息技術發展有限公司), the majority school sponsor for Foshan University, and a company incorporated under PRC Laws on 8 January 2002 and a wholly-owned subsidiary of our Operating Entity
“ <b>Foshan University</b> ”	Neusoft Institute, Guangdong (廣東東軟學院), established in 2003, and one of the higher education schools operated by our Group
“ <b>Foshan Yunguan</b> ”	Foshan Yunguan Information Technology Co., Ltd. (佛山雲觀信息技術有限公司), a company incorporated under PRC Laws on 24 June 2016 and a wholly-owned subsidiary of Dalian Yunguan
“ <b>Frost &amp; Sullivan</b> ”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“ <b>Frost &amp; Sullivan Report</b> ”	an industry report prepared by Frost & Sullivan which was commissioned by us in relation to, among other things, the private higher education industry in the PRC
“ <b>FY</b> ”	financial year ended 31 December, being our financial year end
“ <b>GAAP</b> ”	generally accepted accounting principles
“ <b>GAPP</b> ”	the General Administration of Press and Publication (新聞出版總署), which merged into the State Administration of Press, Publication, Radio, Film and Television (國家新聞出版廣播電總局) in 2013 and separated to be the State Administration of Press and Publication (國家新聞出版署) in 2018
“ <b>Global Offering</b> ”	the Hong Kong Public Offering and the International Offering
“ <b>Governmental Authority</b> ”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organisation, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“ <b>GREEN Application Form(s)</b> ”	the application form(s) to be completed by the <b>HK eIPO White Form</b> Service Provider designated by our Company

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## DEFINITIONS

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“Group”, “we”, “us”, or “our”	our Company and its subsidiaries (including our Consolidated Affiliated Entities) from time to time or, where the context 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
“HK eIPO White Form ”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name, submitted online through the <b>IPO App</b> or the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HK eIPO White Form Service Provider”	the <b>HK eIPO White Form</b> service provider designated by our Company as specified in the <b>IPO App</b> or on the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HKICPA”	The Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Public Offer Shares”	the 16,667,200 Shares initially being offered for subscription in the Hong Kong Public Offering (subject to reallocation as described in “Structure of the Global Offering”)
“Hong Kong Public Offering”	the offer of the Hong Kong Public Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described and the Application Forms, as further described in “Structure of the Global Offering — The Hong Kong Public Offering”
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement, dated 15 September 2020, relating to the Hong Kong Public Offering, entered into among, <i>inter alia</i> , the Joint Global Coordinators, the Hong Kong Underwriters and our Company, as further described in “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering”

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## DEFINITIONS

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“IFRS”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party” or “Independent Third Parties”	any entity or person who is not a connected person of our Company within the meaning ascribed to it under the Listing Rules
“International Offer Shares”	the 150,000,000 Shares being initially offered for subscription under the International Offering together, where relevant, with any additional Shares that may be sold pursuant to any exercise of the Over-allotment Option, subject to reallocation as described in “Structure of the Global Offering”
“International Offering”	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from the registration requirement under the U.S. Securities Act, as further described in “Structure of the Global Offering”
“International Underwriters”	the underwriters of the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering and expected to be entered into by, among others, our Company, the Joint Global Coordinators and the International Underwriters on or about the date of the Price Determination Agreement, as further described in “Underwriting — Underwriting arrangements and expenses — International Offering”
“IPO App”	the mobile application for the <b>HK eIPO White Form</b> service which can be downloaded by searching “ <b>IPO App</b> ” in App Store or Google Play or downloaded at <a href="http://www.hkeipo.hk/IPOApp">www.hkeipo.hk/IPOApp</a> or <a href="http://www.tricorglobal.com/IPOApp">www.tricorglobal.com/IPOApp</a>
“Irrevocable Voting Proxies”	voting proxy arrangements granted by each of Century Bliss, Alpine Electronics and Apex Venture, to Dr. J. Liu in respect of voting rights attached to our Shares, and each of the arrangements, an “ <b>Irrevocable Voting Proxy</b> .” See “Relationship with our Controlling Shareholders — Irrevocable Voting Proxies” for further information
“Joint Bookrunner(s)”	the joint bookrunner(s) of our Company set out in “Directors and parties involved in the Global Offering”
“Joint Global Coordinator(s)”	the joint global coordinator(s) of our Company set out in “Directors and parties involved in the Global Offering”

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## DEFINITIONS

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<b>“Joint Lead Manager(s)”</b>	the joint lead manager(s) of our Company set out in “Directors and parties involved in the Global Offering”
<b>“JV” or “Neusoft Ruixin”</b>	Dalian Neusoft Ruixin Technology Development Co. Limited (大連東軟睿新科技發展有限公司), a company incorporated under PRC Laws on 17 May 2019 and a joint venture owned by our Company (as to 80.82%) and the Minority JV Shareholders (as to 19.18%)
<b>“Kang Ruidao”</b>	Kang Ruidao International Investment Inc. (康睿道國際投資有限公司), a company incorporated under the laws of the BVI and a substantial shareholder
<b>“Kang Ruidao First”</b>	Kang Ruidao Education First Investment Limited, a company incorporated under the laws of the BVI and a substantial shareholder
<b>“Latest Practicable Date”</b>	8 September 2020, being the latest practicable date for ascertaining certain information before the publication of this document
<b>“Laws”</b>	means all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, directives, requests, orders, judgments, decrees, interpretations or rulings of any Governmental Authority (including the Stock Exchange and the SFC) of all relevant jurisdictions
<b>“Listing”</b>	the listing of the Shares on the Main Board of the Stock Exchange
<b>“Listing Date”</b>	the date, expected to be on or about 29 September 2020, on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
<b>“Main Board”</b>	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
<b>“MCA”</b>	Ministry of Civil Affairs of the People’s Republic of China (中華人民共和國民政部)
<b>“Memorandum” or “Memorandum of Association”</b>	the memorandum of association of our Company conditionally adopted on 11 September 2020, with effect from the Listing Date, as amended from time to time



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## DEFINITIONS

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“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as Ministry of Information Industry)
“Ministry of Education” or “MOE”	Ministry of Education of the People’s Republic of China (中華人民共和國教育部)
“Minority JV Shareholders”	PICC Life Insurance Company Limited (中國人民人壽保險股份有限公司), Northeastern University Science & Technology Industry Group Co., Ltd. (東北大學科技產業集團有限公司), and PICC Health Insurance Company Limited (中國人民健康保險股份有限公司)
“MOC”	Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部)
“MOF”	Ministry of Finance of the People’s Republic of China (中華人民共和國財政部)
“MOJ”	Ministry of Justice of the PRC (中華人民共和國司法部)
“Mr. Rong”	RONG Xinjie (榮新節), our Director
“Mr. Zimmer”	Klaus Michael ZIMMER, our Director
“NDRC”	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)
“Neusoft Corporation”	Neusoft Corporation (東軟集團股份有限公司), a company incorporated under PRC Laws on 17 June 1991, which is listed on the Shanghai Stock Exchange (security code: 600718) on 18 June 1996
“Neusoft Education BVI”	Neusoft Education Technology (BVI) Co. Limited 東軟教育科技 (英屬維京群島) 有限公司, a company incorporated under the laws of the BVI on 6 September 2018 and a wholly-owned subsidiary of our Company
“Neusoft Education Chengdu”	Chengdu Neusoft Education Technology Group Co. Limited (東軟教育科技 (成都) 有限公司), a company incorporated under PRC Laws on 26 April 2019 and a wholly-owned subsidiary of our JV
“Neusoft Education HK”	Neusoft Education Technology (HK) Co. Limited 東軟教育科技 (香港) 有限公司, a company incorporated under Hong Kong laws on 26 September 2018
“Neusoft Electronic Press”	Dalian Neusoft Electronic Press Co., Ltd. (大連東軟電子出版社有限公司), a company incorporated under PRC Laws on 21 April 2005 and a wholly-owned subsidiary of Dalian University

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## DEFINITIONS

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<b>“Neusoft Holdings Framework Agreement”</b>	framework agreement dated 11 September 2020 entered into between our Company and Neusoft Holdings and detailed in “Connected transactions — Neusoft Holdings Framework Agreement”
<b>“Neusoft Holdings Group”</b>	Neusoft Holdings and its subsidiaries (excluding our Group)
<b>“Neusoft Industry Management”</b>	Dalian Neusoft Industry Management Services Co., Ltd. (大連東軟產業管理服務有限公司), a company incorporated under PRC Laws on 14 August 2018 and a wholly-owned subsidiary of our JV
<b>“Neusoft International”</b>	Neusoft Holdings International Inc. (東軟控股國際有限公司), a company incorporated under the laws of the BVI on 8 March 2012 and a wholly-owned subsidiary of Neusoft Holdings
<b>“Nomination Committee”</b>	the nomination committee of the Board
<b>“Northeastern University Group”</b>	Northeastern University Science & Technology Industry Group Co., Ltd. (東北大學科技產業集團有限公司), a shareholder of our JV
<b>“Offer Price”</b>	the final offer price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee), expressed in Hong Kong dollars, at which Hong Kong Public Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in “Structure of the Global Offering — Pricing of the Global Offering”
<b>“Offer Price Range”</b>	to date, expected to be between HK\$5.18 and HK\$6.22
<b>“Offer Share(s)”</b>	the Hong Kong Public Offer Shares and the International Offer Shares together, where relevant, with any additional Shares to be sold by our Company pursuant to the exercise of the Over-allotment Option
<b>“Operating Entity” or “Dalian Development”</b>	Dalian Neusoft Software Park Industry Development Co., Ltd. (大連東軟軟件園產業發展有限公司), a company incorporated under PRC Laws on 10 July 2002
<b>“Over-allotment Option”</b>	the option expected to be granted by our Company to the International Underwriters, exercisable by CLSA Limited on behalf of the International Underwriters for up to 30 days from the day following the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 25,000,000 additional Shares (representing in aggregate approximately 15% of the initial Offer Shares) to the International Underwriters to cover over-allocations in the International Offering, if

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## DEFINITIONS

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	any, details of which are described in “Structure of the Global Offering — The International Offering — Over-allotment Option”
“PBOC”	the People’s Bank of China
“PICC Health”	PICC Health Insurance Company Limited (中國人民健康保險股份有限公司), a substantial shareholder of our JV
“PICC Life”	PICC Life Insurance Company Limited (中國人民人壽保險股份有限公司), a substantial shareholder of our JV
“Post-IPO Share Incentive Scheme”	the share option scheme of the Company as approved by the Board on 11 September 2020 and detailed in “Statutory and general information — Share Incentive Schemes — Post-IPO Share Incentive Scheme” in Appendix V
“PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》)
“PRC Legal Adviser”	Tian Yuan Law Firm, our legal adviser on PRC Laws
“Pre-IPO Share Incentive Scheme”	the share option scheme of the Company as approved by the Board on 19 June 2019, as amended from time to time, and detailed in “Statutory and general information — Share Incentive Schemes — Pre-IPO Share Incentive Scheme” in Appendix V
“Price Determination Agreement”	the agreement to be entered into between our Company and CLSA Limited (for itself and on behalf of the Underwriters) on or about the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Tuesday, 22 September 2020 and in any event no later than Wednesday, 23 September 2020, on which the Offer Price is to be fixed by an agreement between our Company and CLSA Limited (for itself and on behalf of the Underwriters)
“Principal Share Registrar”	Ogier Global (Cayman) Limited
“Property Valuer”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited
“Proxy Grantors”	Century Bliss, Alpine Electronics, and Apex Venture, and each of them being a “Proxy Grantor”
“Public Shareholders”	Shareholders who subscribed to our Shares under the Global Offering
“QIB”	a qualified institutional buyer within the meaning of Rule 144A

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## DEFINITIONS

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<b>“Registered Shareholder” or “Neusoft Holdings”</b>	Dalian Neusoft Holdings Co., Ltd. (大連東軟控股有限公司), a company incorporated under PRC Laws on 15 November 2011, a Controlling Shareholder and the registered shareholder of our Operating Entity
<b>“Regulation S”</b>	Regulation S under the U.S. Securities Act
<b>“Remuneration Committee”</b>	the remuneration committee of the Board
<b>“Reorganisation”</b>	our Group’s reorganisation in preparation for the Listing, as described in “History, Reorganisation and corporate structure — Reorganisation”
<b>“RMB” or “Renminbi”</b>	Renminbi, the lawful currency of China
<b>“Rule 144A”</b>	Rule 144A under the U.S. Securities Act
<b>“SAFE”</b>	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
<b>“SAIC”</b>	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局) (formerly known as the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局))
<b>“SAT”</b>	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
<b>“School Sponsor(s)”</b>	our Operating Entity, Chengdu Development, Foshan Development, Neusoft Holdings and Yida Group, or any one of them
<b>“Securities and Futures Ordinance” or “SFO”</b>	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
<b>“SFC”</b>	Securities and Futures Commission of Hong Kong
<b>“Shanghai Ruixiang”</b>	Shanghai Ruixiang Information Technology Co., Ltd. (上海芮想信息科技有限公司), a company incorporated under PRC Laws on 14 April 2017 and a wholly-owned subsidiary of our JV
<b>“Shanghai Sirui”</b>	Shanghai Sirui Information Technology Co., Ltd. (上海思芮信息科技有限公司), a wholly-owned subsidiary of Neusoft Holdings incorporated under PRC Laws on 7 November 2013
<b>“Share(s)”</b>	ordinary share(s) in the share capital of our Company, currently with a par value of HK\$0.0002 each following the Share Consolidation

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## DEFINITIONS

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<b>“Share Consolidation”</b>	our Company’s share consolidation on a two-to-one basis, following which, our Company’s share par value changed from HK\$0.0001 each to HK\$0.0002 each
<b>“Share Incentive Scheme(s)”</b>	Pre-IPO Share Incentive Scheme and Post-IPO Share Incentive Scheme, or any one of them
<b>“Shareholder(s)”</b>	holders of our Shares or any one or more of the holders
<b>“Shenyang Kang Ruidao”</b>	Shenyang Kang Ruidao Consulting Co., Ltd. (瀋陽康睿道諮詢有限公司)
<b>“Sole Sponsor”</b>	CLSA Capital Markets Limited
<b>“Stabilising Manager”</b>	CLSA Limited
<b>“State Council”</b>	State Council of the PRC (中華人民共和國國務院)
<b>“Stock Borrowing Agreement”</b>	the stock borrowing agreement expected to be entered into between Kang Ruidao and the Stabilising Manager (or its agents) on or around the Price Determination Date
<b>“subsidiary” or “subsidiaries”</b>	has the meaning ascribed to it in the Listing Rules
<b>“substantial shareholder”</b>	has the meaning ascribed to it in the Listing Rules
<b>“Takeovers Code”</b>	Code on Takeovers and Mergers and Share Buy-back issued by the SFC, as amended, supplemented or otherwise modified from time to time
<b>“the Stock Exchange” or “the Hong Kong Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Tianjin Ruidao”</b>	Tianjin Neusoft Ruidao Education Information Technology Co., Ltd. (天津東軟睿道教育信息技術有限公司), a company incorporated under PRC Laws on 22 March 2012 and a non-wholly owned subsidiary of Dalian Education
<b>“Track Record Period”</b>	financial years ended 31 December 2017, 2018 and 2019 and the three months ended 31 March 2020
<b>“U.S. dollars”, “US\$” or “USD”</b>	United States dollars, the lawful currency of the United States
<b>“U.S. Securities Act”</b>	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
<b>“Underwriters”</b>	the Hong Kong Underwriters and the International Underwriters

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## DEFINITIONS

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<b>“Underwriting Agreements”</b>	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
<b>“United States”, “U.S.” or “US”</b>	United States of America, its territories, its possessions and all areas subject to its jurisdiction
<b>“VAT”</b>	value-added tax
<b>“WHITE Application Form(s)”</b>	the form of application for the Hong Kong Public Offer Shares for use by the public who require such Hong Kong Public Offer Shares to be issued in the applicants’ own name
<b>“YELLOW Application Form(s)”</b>	the form of application for the Hong Kong Public Offer Shares for use by the public who require such Hong Kong Public Offer Shares to be deposited directly into CCASS
<b>“Yida Group”</b>	Yida Group Co., Ltd. (億達集團有限公司), a company incorporated under PRC Laws
<b>“Yida Holdings”</b>	Yida Holdings Co., Ltd. (億達控股有限公司), a company incorporated under PRC Laws

*Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.*

*The English names of the PRC entities, PRC Laws and the PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes only. If there are any inconsistencies, the Chinese names shall prevail.*

*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.*