

DEFINITIONS

“2004 Implementing Regulations”	Implementing Regulations for the Law for Promoting Private Education of the PRC (《中華人民共和國民辦教育促進法實施條例》) approved by the State Council on February 25, 2004, which took effect on April 1, 2004
“2016 Decision”	the Decision on Amending the Law for Promoting Private Education of the PRC (《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 7, 2016, which took effect on September 1, 2017
“2021 Implementing Regulations”	Implementing Regulations for the Law for Promoting Private Education of the PRC (《中華人民共和國民辦教育促進法實施條例》) approved by the State Council on April 7, 2021 and released on May 14, 2021, which will take effect from September 1, 2021
“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
“AIC”	Administration for Industry and Commerce (工商行政管理局), currently consolidated into the AMR
“AMR”	Administration for Market Regulation (市場監督管理局), consolidated from various government departments, including the AIC
	[REDACTED]
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on [●], [2021] and as amended from time to time, a summary of which is set out in Appendix IV to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Basic Indicators”	basic school operating condition indicators (基本辦學條件指標) which are one type of indicators according to the Conditions. The Basic Indicators are categorized into “Qualified Indicators” (which are suggested aspirational standards) and “Restrictive Indicators” (which are suggested minimum requirements)

DEFINITIONS

“Board” or “Board of Directors”	the board of Directors of our Company
“BPPE”	California Bureau for Private Postsecondary Education, a unit of the California Department of Consumer Affairs in charge of regulation of private postsecondary educational institutions operating in the State of California, the United States
“Business Cooperation Agreement”	the business cooperation agreement entered into by and among Shanxi WFOE, Mr. Niu Sanping, Mr. Niu Jian and our PRC Affiliated Entities dated November 12, 2020
“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
“[REDACTED]”	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 the section headed “A. Further information about our Company — 4. Written resolutions of the then shareholders of our Company passed on [●], [2021]” in Appendix V to this document
	[REDACTED]
“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

DEFINITIONS

“China General Education (HK)”	China General Education Group (Hong Kong) Limited (中國通才教育集團(香港)有限公司), a company incorporated with limited liability under the laws of Hong Kong on November 7, 2018, a direct wholly-owned subsidiary of the 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
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 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 General Education Group Limited (中國通才教育集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on September 14, 2018
“Conditions”	the Indicators for the Basic Conditions for Operating Higher Education Institutions (Trial) (《普通高等學校基本辦學條件指標(試行)》) promulgated by the MOE in 2004
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Contractual Arrangements”	collectively, the Business Cooperation Agreement, the Exclusive Technical Service and Management Consultancy Agreement, the Exclusive Call Option Agreement, the School Sponsor’s and Directors’ Rights Entrustment Agreement, the Shareholders’ Rights Entrustment Agreement, the School Sponsor’s Powers of Attorney, the Directors’ Power of Attorney, the Shareholders’ Power of Attorney, the Equity Pledge Agreement and the Spouse Undertaking, further details of which are set out in the section headed “Contractual Arrangements” in this document
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of our Company, namely Mr. Niu Sanping and Niusanping Limited
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Corporate Reorganization”	the corporate reorganization of our Group conducted in preparation for the [REDACTED], details of which are set out in the section headed “History and Corporate Structure — Corporate Reorganization” in this document
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Deed of Indemnity”	a deed of indemnity dated [●], [2021] 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 the section headed “G. Other Information — 1. Deed of Indemnity” in Appendix V to this document
“Director(s)”	the director(s) of our Company
“Directors’ Powers of Attorney”	the powers of attorney executed by each of the directors appointed by the school sponsor of Shanxi Technology & Business in favour of Shanxi WFOE each dated November 12, 2020
“EIT”	enterprise income tax as stipulated by the EIT law
“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 and December 29, 2018, which became effective on the same date
“Equity Pledge Agreement”	the equity pledge agreement entered into by and among Mr. Niu Sanping, Mr. Niu Jian, Shanxi WFOE and Shanxi Tongcai dated November 12, 2020
“Exclusive Call Option Agreement”	the exclusive call option agreement entered into by and among Shanxi WFOE, Mr. Niu Sanping, Mr. Niu Jian and our PRC Affiliated Entities dated November 12, 2020
“Exclusive Technical Service and Management Consultancy Agreement”	the exclusive technical service and management consultancy agreement entered into by and among Shanxi WFOE and our PRC Affiliated Entities dated November 12, 2020

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“Extreme Conditions”	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
“FIE”	foreign invested enterprise
“FIL” or “Foreign Investment Law”	the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) approved by the National People’s Congress on March 15, 2019, which came into effect on January 1, 2020
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	an independent market research report, commissioned by our Company on the PRC private education market and prepared by Frost & Sullivan
	[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\$”, “Hong Kong dollar(s)”, “HKD” or “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“IFRS”

International Financial Reporting Standards

“[REDACTED]”

the mobile application for the [REDACTED] service which can be downloaded by searching “[REDACTED]” in App Store or Google Play or downloaded at [REDACTED] or [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]

DEFINITIONS

[REDACTED]

“Latest Practicable Date” May 27, 2021, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

“Main Board” the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

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“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on [●], [2021] and as amended from time to time
“MOE”	the Ministry of Education of the PRC (中華人民共和國教育部)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Monitoring Indicators”	monitoring school operating condition indicators (監測辦學條件指標) which are one type of indicators according to the Conditions. The Monitoring Indicators are supplementary standards that provide basis for the comprehensive analysis of the conditions for operating higher education institutions according to the Conditions
“Mr. Niu Jian”	Mr. Niu Jian (牛健), an executive Director and the son of Mr. Niu Sanping
“Mr. Niu Sanping”	Mr. Niu Sanping (牛三平), the chairman of the Board, an executive Director and a Controlling Shareholder; and the father of Mr. Niu Jian, an executive Director
“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”	Special Administrative Measures for Access of Foreign Investment (Negative List) (2020) (《外商投資准入特別管理措施(負面清單)》(2020年版)) which was promulgated by the NDRC and the MOFCOM on June 23, 2020 and became effective on July 23, 2020
“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)
“Niu Jian Limited”	Niu Jian Limited (牛健有限公司), a company incorporated under the laws of the BVI with limited liability on August 3, 2018, and is wholly-owned by Mr. Niu Jian
“Niusanping Limited”	Niusanping Limited, a company incorporated under the laws of the BVI with limited liability on August 3, 2018, and is wholly-owned by Mr. Niu Sanping

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“Notice”	the Notice on School Fee Management Work during the Period of Epidemic Prevention and Control (《關於做好疫情防控制期間學校收費管理工作的通知》), jointly issued by the Department of Education of Shanxi Province, the Shanxi Development and Reform Commission and the Department of Finance of Shanxi Province on June 9, 2020
	[REDACTED]
“PRC Affiliated Entities”	our consolidated affiliated entities, namely, Shanxi Technology & Business and our School Sponsor
“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 GAAP”	generally accepted accounting principles applicable in the PRC

DEFINITIONS

“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”	Commerce & Finance Law Offices, our legal advisors as to PRC law
	[REDACTED]
“Registered Shareholders”	shareholders of Shanxi Tongcai, namely, Mr. Niu Sanping and Mr. Niu Jian
	[REDACTED]
“RMB” or “Renminbi”	Renminbi, the lawful currency for the time being of the PRC
“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”	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)
“SAMR”	the State Administration for Market Regulation (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)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“School Sponsor”	the school sponsor of Shanxi Technology & Business, namely Shanxi Tongcai, pursuant to the Permit for Operating a Private School (民辦學校辦學許可證) issued by the MOE in October 2020
“School Sponsor’s and Directors’ Rights Entrustment Agreement”	the school sponsor’s and directors’ rights entrustment agreement entered into by and among Shanxi Technology & Business, our School Sponsor, the directors of Shanxi Technology & Business and Shanxi WFOE dated November 12, 2020

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“School Sponsor’s Power of Attorney”	the power of attorney executed by the School Sponsor in favor of Shanxi WFOE dated November 12, 2020
“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
“Shanxi Opinions”	the Several Opinions of the General Office of the People’s Government of Shanxi Province on Supporting and Regulating the Development of Education by Social Forces and Promoting the Healthy and Orderly Development of Private Education (《山西省人民政府辦公廳關於支援和規範社會力量興辦教育促進民辦教育健康有序發展的若干意見》) promulgated by the General Office of the People’s Government of Shanxi Province on July 11, 2018
“Shanxi Technology & Business” or “our College”	Shanxi Technology and Business College (山西工商學院) (formerly known as Shanxi Vocational College of Technology and Business* (山西工商職業學院)), a private undergraduate college that obtained approval from People’s Government of Shanxi Province for its establishment on May 26, 2004 and one of our PRC Affiliated Entities
“Shanxi Tongcai”	Shanxi Tongcai Educational Technology Company Limited* (山西通才教育科技有限公司), a limited liability company established under the laws of the PRC on May 17, 2018, our School Sponsor and one of our PRC Affiliated Entities
“Shanxi WFOE”	Shanxi Tongshi Tiancai Educational Technology Co., Ltd.* (山西通實天才教育科技有限公司), a limited liability company established as a wholly foreign owned enterprise under the laws of the PRC on June 24, 2019, an indirect wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of US\$0.00001 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], [2021], the principal terms of which are summarized under the paragraph headed “F. Share Option Scheme” in Appendix V to this document

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Shareholders’ Power of Attorney”	the power of attorney executed by each of the Registered Shareholders in favour of Shanxi WFOE each dated November 12, 2020
“Shareholders’ Rights Entrustment Agreement”	the shareholders’ rights entrustment agreement entered into by and among Mr. Niu Sanping, Mr. Niu Jian, Shanxi WFOE and Shanxi Tongcai dated November 12, 2020
“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》), taking effect on September 1, 2003 and amended on July 18, 2013 and March 2, 2019
	[REDACTED]
“Spouse Undertaking”	the spouse undertaking executed by Ms. Geng Jie (耿婕), the spouse of Mr. Niu Sanping dated November 12, 2020
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules. For the avoidance of doubt, the subsidiaries of our Company include the PRC Affiliated Entities in this document
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Shares Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tongcai Investment”	Shanxi Tongcai Education Investment Co., Ltd.* (山西通才教育投資有限公司), a limited liability company established under the laws of the PRC on May 17, 2018, which is owned as to 40% by Mr. Niu Jian, 40% by Mr. Niu Sanping, and 20% by Ms. Chen Xue (陳雪)

DEFINITIONS

“Track Record Period”	the three years ended August 31, 2018, 2019 and 2020 and the four months ended December 31, 2020
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollar(s)” or “US\$” or “USD”	United States dollars, the lawful currency for the time being of the United States

[REDACTED]

“%” Percent

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 RMB[0.8787] = HK\$1.00 or RMB[6.8101] = 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].