

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Articles” or “Articles of Association”	the articles of association of our Company (as amended from time to time), conditionally adopted on [●] with effect from the [REDACTED], a summary of which is set out in Appendix IV
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“[REDACTED]”	the issue of [REDACTED] Shares to be made upon capitalization of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Statutory and General Information – A. Further Information About our Group – 4. Written Resolutions of the Shareholders Passed on [●]” in Appendix VI to this document
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“Chance High”	Chance High Developments Limited, a company incorporated in the BVI with limited liability on November 10, 2020 and is one of our Shareholders, which is wholly-owned by Mr. Shen Jianfei
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented 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 or supplemented from time to time
“Company”, “our Company”, “we” or “us”	Readboy Education Holding Company Limited (讀書郎教育控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on February 8, 2021
“Concert Parties Confirmatory Deed”	the confirmatory deed dated April 1, 2021, entered into by Mr. Chen and Mr. Qin to acknowledge and confirm, amongst other things, that they were parties acting in concert in respect of each of the members of the Group, details of which are set out in the section headed “History, Reorganization and Corporate Structure – Acting in Concert Arrangement” in this document
“Contractual Arrangements”	the series of contractual arrangements entered into by and among WFOE, Zhuhai Readboy and the Registered Shareholders, details of which are described in the section headed “Contractual Arrangements”
“Controlling Shareholders”	has the meaning ascribed to it in the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of our Company, namely Mr. Chen, Mr. Qin, Sky Focus, Kimlan Limited and Trade Honour, and a Controlling Shareholder shall mean each or any one of them
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)

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“Deed of Indemnity”	a deed of indemnity dated [●] entered into by our Controlling Shareholders in favor of our Company to provide certain indemnities, particulars of which are set out in “B. Further Information About our Business – 1. Summary of Material Contracts” in Appendix V to this document
“Deed of Non-Competition”	a deed of non-competition dated [●] entered into by our Controlling Shareholders in favor of our Company, particulars of which are set out in “Relationship with our Controlling Shareholders – Deed of Non-Competition”
“Director(s)”	the director(s) of our Company
“Driving Force”	Driving Force Global Limited, a company incorporated in the BVI with limited liability on November 13, 2020 and for holding certain Shares reserved for any future grant of RSUs under the [REDACTED] RSU Scheme, which is wholly-owned by Ms. Liu Zhilan, who is in turn acting as the RSU trustee
“EIT Law”	the PRC Enterprise Income Tax Law * (中華人民共和國企業所得稅法), as amended or supplemented from time to time
“ESG Committee”	the environmental, social and governance committee of the Board
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the [REDACTED] or the [REDACTED]
“Eminent Future”	Eminent Future Holdings Limited, a company incorporated in the BVI with limited liability on November 16, 2020 and is one of our Shareholders, which is wholly-owned by Ms. Liu Zhilan
“Equity Pledge Agreement”	the equity pledge agreement dated March 23, 2021, entered into by WFOE, Zhuhai Readboy and the Registered Shareholders
“Excellent Zone”	Excellent Zone Holdings Limited, a company incorporated in the BVI with limited liability on November 2, 2020 and is one of our Shareholders, which is wholly-owned by Mr. Chen Jiafeng

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“Exclusive Business Cooperation Agreement”	the exclusive business cooperation agreement dated March 23, 2021, entered into by WFOE, Zhuhai Readboy and the Registered Shareholders
“Exclusive Call Option Agreement”	the exclusive call option agreement dated March 23, 2021, entered into by WFOE, Zhuhai Readboy and the Registered Shareholders
“FY” or “financial year”	financial year of our Company ended or ending December 31
“Founder”	Mr. Chen Zhiyong
“Frost & Sullivan Report”	the industry report issued by Frost & Sullivan
“FRC”	Financial Reporting Council (財務匯報局)
	[REDACTED]
“Glorious Achievement”	Glorious Achievement Investments Limited, a company incorporated in the BVI with limited liability on September 1, 2020 and is one of the [REDACTED] Investors. It is ultimately controlled by Mr. Wong Kun Kau, an independent third party
“Golden Genius”	Golden Genius International Limited, a company incorporated in the BVI with limited liability on March 26, 2019 and is one of our Shareholders. It is wholly owned by Ms. Qian Chen, who is an independent third party
	[REDACTED]
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company, our subsidiaries and our PRC Operating Entity or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

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“HKFRS”	Hong Kong Financial Reporting Standards, which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and interpretations issued by 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 PRC

[REDACTED]

“Hui Tong”	Zhongshan Huitong Enterprise Investment Management Center* (中山市匯通企業投資管理中心), a limited partnership established in the PRC on December 25, 2015 and one of our Shareholders, which is owned as to 80% by Mr. Qin and 20% by Ms. Liu Zhilan
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“ICP”	Internet content provider
“ICP License”	Internet content provider license, a value-added telecommunications business operation license issued by the relevant PRC government authorities with a service scope of information service
“independent third party(ies)”	a person who, as far as our Directors are aware after having made all reasonable enquiries, is not a connected person of our Company as defined under the Listing Rules
“Individual Shareholder Spouse Undertaking(s)”	collectively, the spouse undertakings dated March 23, 2021 respectively signed by Ms. Xie Lin who is the spouse of Mr. Qin, being one of our Controlling Shareholders and our executive Director, and Ms. Cai Ke who is the spouse of Mr. Shen Jianfei, being one of our Registered Shareholders of Zhuhai Readboy and our non-executive Director

[REDACTED]

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[REDACTED]

“Joint Sponsors” or
“[REDACTED]”

China Securities (International) Corporate Finance Company Limited and Macquarie Capital Limited (in alphabetical order)

“Kimlan Limited”

Kimlan Limited, a company established in the BVI with limited liability and one of the Controlling Shareholders being wholly-owned by Maples Trustee Services (Cayman) Limited

“Latest Practicable Date”

[May 8], 2022, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document

[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 or supplemented from time to time

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“M&A Rules”	the Rules on the Merger and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) jointly issued by MOFCOM, SASAC, SAT, CSRC, SAIC and SAFE on August 8, 2006, effective on September 8, 2006 and further amended on June 22, 2009 by the MOFCOM
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Member of the Group”	the Company and/or any subsidiary or associated company of the Company
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company (as amended from time to time), adopted on [●], a summary of which is set out in Appendix IV to this document
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOE”	Ministry of Education of the PRC (中華人民共和國教育部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Chen”	Mr. Chen Zhiyong, founder, a non-executive Director and one of our Controlling Shareholders
“Mr. Qin”	Mr. Qin Shuguang, chairman of the Board, chief executive officer, an executive Director and one of our Controlling Shareholders
“NDRC”	National Development and Reform Commission (中華人民共和國發展和改革委員會)

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[REDACTED]

“PBOC”	People’s Bank of China (中國人民銀行)
“[REDACTED] RSU”	a restricted share unit to be granted under the [REDACTED] RSU Scheme
“[REDACTED] Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], the principal terms of which are summarized under the paragraph headed “Statutory and General Information – D. Share Incentive Schemes” in Appendix VI to this document
“[REDACTED] RSU Scheme”	the [REDACTED] restricted share unit scheme of the Company approved and adopted by our Board on [●], the principal terms of which are set out in the paragraph headed “Statutory and General Information – D. Share Incentive Scheme – Summary of the [REDACTED] RSU Scheme” in Appendix VI to this document

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“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 Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Advisor”	Jingtian & Gongcheng, the legal advisor to our Company as the laws of the PRC
“PRC Operating Entity”	the entity which we control through the Contractual Arrangements, namely, Zhuhai Readboy
“PRC Subsidiaries”	our wholly-owned subsidiaries in the PRC, namely Readboy Technology Zhongshan, Readyboy Technology, Zhongshan Dream, Zhuhai Technology, as defined in this document, and our PRC Operating Entity
“[REDACTED] Investment(s)”	the investments made by the [REDACTED] Investors, the principal terms of which are summarized in “History, Reorganization and Corporate Structure – [REDACTED] Investments”
“[REDACTED] Investor(s)”	Glorious Achievement, Golden Genius and Mr. Cheng Yangshi (程洋澍先生), whose background are set out in “History, Reorganization and Corporate Structure – [REDACTED] Investments – Information about the [REDACTED] Investors” in this Document

[REDACTED]

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[REDACTED]

“Rapid Gains”	Rapid Gains Developments Limited, a company established in the BVI with limited liability on November 13, 2020 and is one of our Shareholders, which is wholly-owned by Ms. Zhong Xiangling
“Readboy Education Group”	Readboy Education Group Limited, a company incorporated in the BVI with limited liability on February 23, 2021 and a direct wholly-owned subsidiary of the Company
“Readboy Education HK”	Readboy Education (HK) Limited (讀書郎教育(香港)有限公司), a company incorporated in Hong Kong with limited liability on March 5, 2021 and an indirect wholly-owned subsidiary of the Company
“Readboy New Media Hangzhou”	Readboy New Media Technology (Hangzhou) Co., Ltd (讀書郎新媒體技術(杭州)有限公司), a company established in the PRC with limited liability on December 6, 2021 and an indirect wholly-owned subsidiary of the Company
“Readboy Technology”	Readboy Educational Technology Co., Ltd* (讀書郎教育科技有限公司) (formerly known as Zhongshan Readboy Electronics Co., Ltd.* (中山市讀書郎電子有限公司)), a company established in the PRC with limited liability on May 28, 1999 and an indirect wholly-owned subsidiary of the Company
“Readboy Technology Zhongshan”/“WFOE”	Readboy Technology (Zhongshan) Co., Ltd* (讀書郎科技(中山)有限公司), a limited liability company established in the PRC on March 22, 2021 and an indirect wholly-owned subsidiary of the Company
“RSU(s)”	restricted share unit(s)

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“RSU Trustee”	Ms. Liu Zhilan, the trustee of the [REDACTED] RSU Scheme
“Registered Shareholders”	Mr. Shen Jianfei and Mr. Qin
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the Group in preparation of the [REDACTED], details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this document
“RMB”	Renminbi, the lawful currency of the PRC
“Robbinsville”	Robbinsville Limited, a company incorporated in the BVI with limited liability on November 16, 2020 and one of our Shareholders, which is wholly-owned by Mr. Wu Jianhua, who is an independent third party
“R&D”	research and development
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAFE Circular 37”	the Circular on Relevant Issues concerning Foreign Exchange Administration of Overseas Investment and Financing and Round-trip Investments by Domestic Residents through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE with effect from July 4, 2014
“SAIC”	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), which was merged into the State Administration for Market Regulation (國家市場監督管理總局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)

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“SAT”	State Administration of Taxation of the People’s Republic of China (中華人民共和國國家稅務總局)
“SFC”	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 or supplemented from time to time
“Shareholder(s)”	holder(s) of Shares
“Shareholders’ Powers of Attorney”	the powers of attorney all dated March 23, 2021, entered into by each of the Registered Shareholders in favor of WFOE, all dated March 23, 2021
“Shareholders’ Rights Entrustment Agreement”	the shareholders’ rights entrustment agreement dated March 23, 2021, entered into by WFOE, Zhuhai Readboy and the Registered Shareholders
“Shares”	ordinary shares in the share capital of our Company with par value of HK\$0.001 each
“Sky Focus”	Sky Focus Holdings Limited, a company incorporated in the BVI with limited liability on November 9, 2020 and one of the Controlling Shareholders, being wholly-owned by Kimlan Limited
	[REDACTED]
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended or supplemented from time to time
“Track Record Period”	the three years ended December 31, 2019, 2020 and 2021
“Trade Honour”	Trade Honour Holdings Limited, a company established in the BVI with limited liability on November 13, 2020 and is wholly-owned by Mr. Qin

[REDACTED]

DEFINITIONS

[REDACTED]

“U.S.” or “United States”	the United States of America
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

[REDACTED]

“Zhongshan Dream”	Dream Exploration Technology (Zhongshan) Co., Ltd* (夢想探索技術(中山)有限公司), previously known as Zhongshan Dream Intelligent Terminal Co., Ltd* (中山追夢智能終端有限公司), a company established in the PRC with limited liability on June 22, 2020 and an indirect wholly-owned subsidiary of our Company
“Zhongshan Selection”	Zhongshan Lang Selection Technology Co., Ltd* (中山市郎甄選科技有限公司), a company established in the PRC with limited liability on January 13, 2022 and an indirect non-wholly owned subsidiary of our Company which is owned as to 55% by Readboy Technology and 45% by Hainan Zhenpin Selection Technology Co., Ltd.* (海南省臻品甄選科技有限公司), an independent third party save for its shareholding in Zhongshan Selection
“Zhongshan Reader”	Zhongshan Reader Technology Co., Ltd* (中山讀書者科技有限公司), a company established in the PRC with limited liability on December 27, 2021 and an indirect non-wholly owned subsidiary of our Company which is owned as to 55% by Readboy Technology and 45% by Zhongshan Chengtian Technology Co., Ltd* (中山市誠天科技有限公司), an independent third party save for its shareholding in Zhongshan Reader

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“Zhuhai Readboy”	Zhuhai Readboy Network Education Co., Ltd* (珠海讀書郎網絡教育有限公司), a limited liability company established in the PRC on November 24, 2017 and is our PRC Operating Entity controlled via Contractual Arrangements after the Reorganization
“Zhuhai Technology”	Zhuhai Readboy Software Technology Co., Ltd* (珠海讀書郎軟件科技有限公司), a limited liability company established in the PRC on January 8, 2021 and an indirect wholly-owned subsidiary of the Company

* For identification purposes only

In this document, the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “connected transaction(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.