

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed "Glossary of Technical Terms."

"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
[REDACTED]	
"Articles" or "Articles of Association"	the articles of association conditionally adopted by our Company on [●] 2016, with effect from the [REDACTED], as amended from time to time, a summary of which is set forth in Appendix IV to this document
"BNP Paribas"	BNP Paribas Securities (Asia) Limited, acting as [REDACTED], [REDACTED] and [REDACTED] of [REDACTED] and the sole sponsor of [REDACTED], a corporation licensed to conduct type 1 (dealing in securities), type 2 (dealing in future contracts), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
"Board"	the board of directors of our Company
"Bright Education BVI"	Bright Education Co. Limited, a limited liability company incorporated in the BVI on 29 July 2010 and a wholly-owned subsidiary of our Company
"Bright Education HK"	Bright Education (HK) Co. Limited, a limited liability company incorporated in Hong Kong on 15 September 2010 and a wholly-owned subsidiary of our Company
"Bright Education Holdings"	Bright Education (Holdings) Co. Limited, a limited liability company incorporated in the BVI on 23 June 2010, all the issued shares of which are held by Mr. Liu, and one of our Controlling Shareholders
"Bright Education Investment"	Bright Education Investment Co. Limited, a limited liability company incorporated in the BVI on 23 June 2010, all the issued shares of which are held by Ms. Li, and one of our Controlling Shareholders
"Business Day"	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are open for normal banking business
"BVI"	the British Virgin Islands

DEFINITIONS

“CAD”	Canadian dollars, the lawful currency of Canada
“CAGR”	compound annual growth rate
“Call Option Agreement”	the call option agreement entered into by and among our Company, Ms. Li, Mr. SP Liu and Guangdong Guangzheng dated 1 July 2016
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “A. Further Information about our Group – 3. Resolutions of the Shareholders of our Company” in Appendix V to this document
“Cayman Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Consolidated Affiliated Entities” or “Consolidated Affiliated Entity”	the entities that we control through the Contractual Arrangements, namely, Guangdong Guangzheng, Dongguan Guangming School, Dongguan Guangming Primary School, Dongguan Guangzheng Preparatory School, Panjin Guangzheng, Panjin Guangzheng Preparatory School, Huizhou Guangzheng, Huizhou Guangzheng Preparatory School, Weifang Guangzheng, Weifang Guangzheng Preparatory School, Dongguan Wenhui and Guang’an Guangzheng
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[REDACTED]

“Cinese Group”	Cinese Group Company Limited (富盈集團有限公司), a company with limited liability established in the PRC on 18 May 1995 and beneficially wholly owned by Mr. Liu
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DEFINITIONS

“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) effective from 3 March 2014, as amended, supplemented or otherwise modified 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, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	Wisdom Education International Holdings Company Limited (睿見教育國際控股有限公司) (formerly known as Wisdom Education Group Company Limited (睿見教育集團有限公司) and Bright Education Group Co. Ltd. (光正教育(集團)有限公司)), an exempted company with limited liability incorporated in the Cayman Islands on 13 July 2010
“Contractual Arrangements”	the series of contractual arrangements entered into by, among other entities, Dongguan Ruixing, Guangdong Guangzheng, Dongguan Guangming School, Dongguan Guangming Primary School, Dongguan Guangzheng Preparatory School, Panjin Guangzheng, Panjin Guangzheng Preparatory School, Huizhou Guangzheng, Huizhou Guangzheng Preparatory School, Weifang Guangzheng, Weifang Guangzheng Preparatory School, Dongguan Wenhui and Guang’an Guangzheng, details of which are described in the section headed “Contractual Arrangements” in this document
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and, in the context of this document, means collectively Mr. Liu, Ms. Li, Bright Education Holdings and Bright Education Investment
“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”	the deed of indemnity dated [●] 2016 entered into by our Controlling Shareholders in favour of our Company in respect of, among other things, certain indemnities, further information of which is set out in “E. Other Information – 1. Deed of Indemnity” in Appendix V to this document
“Deed of Non-competition”	the deed of non-compete undertaking dated [●] 2016 and entered into by our Controlling Shareholders in favour of our Company, pursuant to which our Controlling Shareholders agreed to provide with us certain non-compete undertaking, a summary of which is set out in “Relationship with Our Controlling Shareholders – Non-compete Undertaking” of this document
“Directors”	the directors of our Company

DEFINITIONS

“Dongguan Andres”	東莞市安德烈斯教育投資有限公司 (Dongguan Andres Education Investment Co., Ltd), a company with limited liability established in the PRC on 24 February 2016 and the entire share capital of which is held by Mr. Liu
“Dongguan Cinese Real Estate”	東莞市富盈房地產開發有限公司 (Dongguan Cinese Real Estate Development Co. Ltd), a company established in the PRC on 27 June 2002 and is indirectly wholly-owned by Mr. Liu
“Dongguan Guangming Primary School”	東莞市光明小學 (Dongguan Guangming Primary School), an entity established under the laws of the PRC on 25 August 2004, of which the school sponsor’s interest is wholly-owned by Guangdong Guangzheng, and a Consolidated Affiliated Entity of our Company
“Dongguan Guangming School”	東莞市光明中學 (Dongguan Guangming School), an entity established under the laws of the PRC on 9 April 2003, of which the school sponsor’s interest is wholly-owned by Guangdong Guangzheng, and a Consolidated Affiliated Entity of our Company
“Dongguan Guangzheng Pharmaceutical”	東莞市光正醫藥有限公司 (Dongguan Guangzheng Pharmaceutical Co., Ltd), a company with limited liability established in the PRC on 29 September 2003 and a former subsidiary of Guangdong Guangzheng which was disposed of by Guangdong Guangzheng and Mr. Liu to Mr. Liu Jiefeng (a nephew of Mr. Liu) in January 2016
“Dongguan Guangzheng Preparatory School”	東莞市光正實驗學校 (Dongguan Guangzheng Preparatory School), an entity established under the laws of the PRC on 1 July 2004, of which the school sponsor’s interest is wholly-owned by Guangdong Guangzheng, and a Consolidated Affiliated Entity of our Company
“Dongguan Guangzheng Property”	東莞市光正物業服務有限公司 (Dongguan Guangzheng Property Services Co., Ltd), a company with limited liability established in the PRC on 16 January 2009 and a former subsidiary of Guangdong Guangzheng which was disposed of by Guangdong Guangzheng to Mr. Liu Jiefeng (a nephew of Mr. Liu) and Mr. SP Liu in February 2016
“Dongguan Ruixing”	東莞瑞興商務服務有限公司 (Dongguan Ruixing Business Services Co., Ltd.), a company with limited liability established in the PRC on 17 May 2013 and a wholly-owned subsidiary of our Company
“Dongguan Trust”	東莞信託有限公司 (Dongguan Trust Co., Ltd), a company with limited liability established in the PRC on 13 March 1987 and a former holder of 62.5% equity interest in Panjin Guangzheng and 75% equity interest in Huizhou Guangzheng

DEFINITIONS

“Dongguan Wenhui”	東莞市文匯教育投資有限公司 (Dongguan Wenhui Education Investment Co., Ltd.), a company with limited liability established in the PRC on 6 August 2015 and a Consolidated Affiliated Entity of our Company
“Dongguan Yuexing”	東莞悅興教育諮詢有限公司 (Dongguan Yuexing Education Consulting Co., Ltd.), a company with limited liability established in the PRC on 4 December 2012 and a wholly-owned subsidiary of our Company
“Draft Foreign Investment Law”	the PRC Law on Foreign Investment (Draft for Comment) (《外國投資法(草案徵求意見稿)》) published by MOFCOM on 19 January 2015
“EIT”	the enterprise income tax of the PRC
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) issued on 16 March 2007 and its implementation rules issued on 6 December 2007, both effective from 1 January 2008
“Equity Pledge Agreement”	the equity pledge agreement entered into by and among Dongguan Ruixing, Ms. Li, Mr. SP Liu and Guangdong Guangzheng dated 1 July 2016
“Exclusive Management Consultancy and Business Cooperation Agreement”	the exclusive management consultancy and business cooperation agreement entered into by and among Dongguan Ruixing, our Consolidated Affiliated Entities and the Registered Shareholders dated 1 July 2016
“Foreign Investment Catalog”	the Foreign Investment Industries Guidance Catalog of 2015 (《外商投資產業指導目錄 (2015) 》), which was promulgated jointly by the MOFCOM and NDRC on 10 March 2015 and came into effect on 10 April 2015
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market, research and consulting company which prepared the Frost & Sullivan Report
“Frost & Sullivan Report”	the report written by Frost & Sullivan as commissioned by the Company containing an analysis of the PRC education industry and other relevant economic and statistical data, as referred in “Industry Overview” of this document

[REDACTED]

DEFINITIONS

“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company, its subsidiaries and our Consolidated Affiliated Entities from time to time or, where the context so 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
“Guang’an Guangzheng”	廣安光正教育發展有限公司 (Guang’an Guangzheng Education Development Co., Ltd.) a company with limited liability established in the PRC on 8 April 2016 and a Consolidated Affiliated Entity of our Company
“Guangdong Guangzheng”	廣東光正教育集團有限公司 (Guangdong Guangzheng Educational Group Co., Ltd.), a company with limited liability established in the PRC on 10 October 2002 and a Consolidated Affiliated Entity of our Company
“HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	the Hong Kong Financial Reporting Standards (including HKASs and their 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]

DEFINITIONS

[REDACTED]

“Huizhou Guangzheng”	惠州市光正投資有限公司 (Huizhou Guangzheng Investment Co., Ltd.), a company with limited liability established in the PRC on 23 July 2009 and a Consolidated Affiliated Entity of our Company
“Huizhou Guangzheng Preparatory School”	惠州市光正實驗學校 (Huizhou Guangzheng Preparatory School), an entity established under the laws of the PRC on 10 April 2014, of which the school sponsor’s interest is wholly-owned by Huizhou Guangzheng, and a Consolidated Affiliated Entity of our Company
“IFRS”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party(ies)”	an individual or a company who or which is not a director, chief executive or substantial shareholder of our Company or any of our subsidiaries, or an associate of any of such director, chief executive or substantial shareholder

[REDACTED]

“Latest Practicable Date”	5 August 2016, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
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DEFINITIONS

[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, supplemented or otherwise modified from time to time

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

“M&A Rules” Rules on 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》) joint issued by the MOFCOM, the 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), the State Administration of Taxation (國家稅務總局), the State Administration of Industry and Commerce (國家工商行政管理總局), the CSRC and the SAFE on 8 August 2006, effective as from 8 September 2006 and amended on 22 June 2009

“Memorandum” or “Memorandum of Association” the memorandum of association of our Company adopted by our Company on [●] 2016, as amended from time to time

“MOFCOM” the Ministry of Commerce of the PRC (中華人民共和國商務部)

“Mr. Liu” Mr. Liu Xuebin (劉學斌), our Chairman, an executive Director and one of our Controlling Shareholders

“Mr. SP Liu” Mr. Liu Shoupeng (劉壽彭), the father of Mr. Liu

“Ms. Li” Ms. Li Suwen (李素文), our Chief Executive Officer, an executive Director and one of our Controlling Shareholders

“Nantong Guangzheng” 江蘇省南通市光正投資有限公司 (Jiangsu Nantong Guangzheng Investment Co., Ltd.), a company with limited liability established in the PRC on 12 August 2011 and a former subsidiary of Guangdong Guangzheng which was disposed of by Guangdong Guangzheng to Mr. Liu and Ms. Li in April 2016

“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)

DEFINITIONS

[REDACTED]

“Panjin Guangzheng”	盤錦光正投資有限公司 (Panjin Guangzheng Investment Co., Ltd.), a company with limited liability established in the PRC on 13 March 2013 and a Consolidated Affiliated Entity of our Company
“Panjin Guangzheng Preparatory School”	盤錦光正實驗學校 (Panjin Guangzheng Preparatory School), a Consolidated Affiliated Entity of our Company in the PRC which commenced schooling on 1 September 2014, of which the school sponsor’s interest is wholly-owned by Panjin Guangzheng
“PBOC”	People’s Bank of China, the central bank of the PRC
“Pearl River Delta”	a PRC geographic region comprising Guangzhou, Shenzhen, Zhuhai, Dongguan, Foshan, Zhongshan, Huizhou, Jiangmen, Zhaoqing, Qingyuan, Yunfu, Yangjiang, Meizhou and Heyuan, all of which are located in Guangdong province
“Powers of Attorney”	the powers of attorney dated 1 July 2016 executed by Ms. Li and Mr. SP Liu respectively in favour of Dongguan Ruixing
“PRC” or “China”	People’s Republic of China and “Chinese” shall be construed accordingly. References in this document to the PRC or China exclude Hong Kong, Macau and Taiwan
“PRC government” or “Chinese government”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)

DEFINITIONS

“PRC Legal Adviser”	Commerce & Finance Law Offices, a law firm licensed to provide advice with respect to PRC laws
[REDACTED]	
“QIB”	a qualified institutional buyer as defined in Rule 144A
“Registered Shareholders”	Ms. Li and Mr. SP Liu, the registered shareholders of Guangdong Guangzheng
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation steps implemented by our Group, as described in the section headed “History and development” of this document
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Board by our Shareholders, particulars of which are set forth in the paragraph headed “A. Further information about our Company and our subsidiaries – 3. Resolutions of the Shareholders of our Company” in Appendix V to this document
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC government authority responsible for matters relating to foreign exchange administration
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Shareholders”	holders of Shares
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●] 2016, the principal terms of which are summarised under the paragraph headed “Share Option Scheme” in Appendix V of this document

DEFINITIONS

“Shares”	shares with a nominal value of HK\$[0.01] each in the capital of our Company
“Shenzhen Youyue”	深圳光正優越科技開發有限公司 (Shenzhen Guangzheng Youyue Technology Development Co., Ltd.), a company with limited liability established in the PRC on 10 October 2015 and a wholly-owned subsidiary of our Company
“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), promulgated by the State Council in 2003 and amended on 18 July 2013
“Sole Sponsor” or “[REDACTED]” or “[REDACTED]”	BNP Paribas
“South China”	a PRC geographic region comprising Guangdong province, Guangxi province and Hainan province
“SP Liu Spouse’s Undertaking”	the undertaking executed by the spouse of Mr. SP Liu, namely Ms. Huang Ailing (黃愛領), dated 1 July 2016
	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)
	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Track Record Period”	the period comprising the three financial years ended 31 August 2015 and the nine months ended 31 May 2016
	[REDACTED]
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States and the District of Columbia
“U.S. Securities Act”	the United States Securities Act of 1933, as amended supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“USD” or “US\$”	United States dollars, the lawful currency of the United States

DEFINITIONS

“VAT”	the value added tax of the PRC
“Weifang Guangzheng”	濰坊光正實驗學校投資有限公司 (Weifang Guangzheng Preparatory School Investment Co., Ltd.), a company with limited liability established in the PRC on 9 October 2015 and a Consolidated Affiliated Entity of our Company
“Weifang Guangzheng Preparatory School”	濰坊光正實驗學校 (Weifang Guangzheng Preparatory School), an entity established under the laws of the PRC on 28 July 2016, of which the school sponsor’s interest is wholly-owned by Guangdong Guangzheng, and a Consolidated Affiliated Entity of our Company
“West Delta”	a PRC geographical region comprising Sichuan province, Shaanxi province and Chongqing municipality city

[REDACTED]

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

The English translation and/or transliteration of the names of PRC nationals, entities, enterprises, government authorities, departments, facilities, certificates, titles, laws and regulations included in this document is included for identification purposes only. In the event of any inconsistency between the English translation and/or transliteration and the Chinese versions, the Chinese versions 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.