

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS AND SENIOR MANAGEMENT

Our Board consists of seven members, four of whom are executive Directors and three of whom are independent non-executive Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities
LIU Xuebin (劉學斌)	44	Chairman and executive Director	October 2002	July 2010	Primarily responsible for the overall formulation, supervision and guidance of business strategies, planning and development of our Group
LI Suwen (李素文)	43	Executive Director and chief executive officer	October 2002	July 2010	Primarily responsible for the overall management and business development of our Group
LI Jiuchang (李久常)	37	Executive Director and chief operating officer	September 2003	June 2016	Primarily responsible for the overall management of the operation of our schools
NG Cheuk Him (吳卓謙)	41	Executive Director, chief financial officer and company secretary	September 2015	June 2016	Primarily responsible for the overall financial management and corporate governance of our Group
SUN Kai Lit Cliff (孫啟烈)	63	Independent non-executive Director	[●] 2016	[●] 2016	Primarily responsible for providing guidance and supervision regarding the business, operations and corporate governance of our Group

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Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities
TAM King Ching Kenny (譚競正)	67	Independent non-executive Director	[●] 2016	[●] 2016	Primarily responsible for providing guidance and supervision regarding the business, operations and corporate governance of our Group
YAU Sze Ka (游思嘉)	44	Independent non-executive Director	[●] 2016	[●] 2016	Primarily responsible for providing guidance and supervision regarding the business, operations and corporate governance of our Group

Executive Directors

Mr. LIU Xuebin (劉學斌), aged 44, is our Chairman and a co-founder of our Group. He was appointed as a Director on 13 July 2010, and as an executive Director and Chairman of the Board on 7 June 2016. He is primarily responsible for the overall formulation, supervision and guidance of business strategies, planning and development of our Group. Out of his commitment in social responsibilities, Mr. Liu founded our Group by establishing Guangdong Guangzheng with Ms. Li in October 2002 and has acted as its director since then.

In addition to our Group, Mr. Liu also holds direct or indirect interests in other companies engaged in other business in the PRC including real estate, construction, hotel and tourism.

Mr. Liu completed a graduate programme on project management from the Economics Department of Peking University in March 2004. Mr. Liu was awarded the World Outstanding Chinese Award (世界傑出華人獎) by United World Chinese Association Limited (世界華人協會) in 2007.

As at the Latest Practicable date, Mr. Liu was a director of Bright Education BVI, Bright Education HK, Dongguan Ruixing, Dongguan Yuexing, Shenzhen Youyue and our Consolidated Affiliated Entities (except Dongguan Wenhui and Weifang Guangzheng).

Upon [REDACTED], assuming that the [REDACTED] is not exercised at all and without taking into account of any Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme, Mr. Liu will be interested in [REDACTED]% of the total issued share capital of our Company through Bright Education Holdings and will, together with our co-founder Ms. Li, be interested in an aggregate of [REDACTED]% of the total issued share capital of our Company.

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Ms. LI Suwen (李素文), aged 43, is the Chief Executive Officer of our Company and a co-founder of our Group. She was appointed as a Director on 13 July 2010 and as an executive Director on 7 June 2016. She is primarily responsible for the overall management and business development of our Group. Ms. Li founded our Group in establishing Guangdong Guangzheng with Mr. Liu in October 2002.

Ms. Li has dedicated her career to the cause of education since the establishment in October 2002. She founded a number of educational institutions within our Group including Dongguan Guangming School, Dongguan Guangming Primary School, Dongguan Guangzheng Preparatory School, Huizhou Guangzheng Preparatory School and Panjin Guangzheng Preparatory School.

As at the Latest Practicable date, Ms. Li was (i) a director of Bright Education BVI, Bright Education HK, Guangdong Guangzheng, Dongguan Guangming School, Dongguan Guangming Primary School, Dongguan Guangzheng Preparatory School, Huizhou Guangzheng Preparatory School, Panjin Guangzheng Preparatory School and Weifang Guangzheng Preparatory School; (ii) a supervisor of Shenzhen Youyue and Panjin Guangzheng; and (iii) a general manager of Dongguan Ruixing and Dongguan Yuexing.

Upon [REDACTED], assuming that the [REDACTED] is not exercised at all and without taking into account of any Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme, Ms. Li will be interested in approximately [REDACTED]% of the total issued share capital of our Company through Bright Education Investment and will, together with our co-founder Mr. Liu, be interested in an aggregate of approximately [REDACTED]% of the total issued share capital of our Company.

Mr. LI Jiuchang (李久常), aged 37, is the Chief Operating Officer of our Company. He was appointed as an executive Director on 7 June 2016 and is primarily responsible for the overall management of the operation of our schools.

Mr. Li has more than 12 years of experience in the educational sector. He joined Guangdong Guangzheng in September 2003 as a high school teacher. He has acted as the deputy general manager of Guangdong Guangzheng since September 2012, primarily responsible for the daily operation of the school, and the principal of Dongguan Guangzheng Preparatory School since September 2013.

As at the Latest Practicable Date, Mr. Li was also a director of Dongguan Wenhui, Dongguan Guangming School, Dongguan Guangming Primary School, Dongguan Guangzheng Preparatory School, Panjin Guangzheng Preparatory School and Weifang Guangzheng Preparatory School.

Mr. Li's dedication in education has been well recognised. He was awarded the Dongguan Outstanding Youth Volunteer (東莞市優秀青年志願者) by the Communist Youth League, Dongguan branch (共青團東莞市委) and Dongguan Young Volunteers Association (東莞市青年志願者協會) in April 2006. He was also appointed a core member of the Research Team for Project Studies under the Eleventh Five-Year Plan of the National Educational Science Programme of the MOE (全國教育科學“十一五”教育部規劃課題研究組) in October 2007 and an Advanced Practitioner in Project Studies of the MOE (教育部課題研究先進工作者) in November 2010.

Mr. Li obtained a bachelor's degree in history from the Shaanxi Normal University (陝西師範大學), China in July 2003.

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Mr. NG Cheuk Him (吳卓謙), aged 41, is the chief financial officer and company secretary of our Company. He was appointed as an executive Director on 7 June 2016 and is primarily responsible for overall financial management and corporate governance of our Group.

Mr. Ng has over 15 years of experience in accounting and auditing, corporate financial management, investment and mergers and acquisitions, and he worked with companies listed on the Main Board as well as an international investment bank. Mr. Ng joined our Group in September 2015 and was appointed Chief Financial Officer and company secretary of our Company on 7 June 2016.

Prior to joining our Group, Mr. Ng worked served as the senior financial manager in China Ting Group Holding Limited, a company listed on the Main Board (stock code: 3398) principally engaged in manufacturing and retailing of garment from August 2005 to April 2007. From June 2007 to January 2009, he held a senior position in BNP Paribas Capital (Asia Pacific) Limited, a corporate finance advisory firm, and he was mainly responsible for advising on investment and mergers and acquisitions. From April 2009 to August 2013, he acted as the chief financial officer and company secretary of China Sunshine Paper Holdings Company Limited, a company listed on the Main Board (stock code: 2002) and principally engaged in the production and sale of white top linerboard, light-coated linerboard and core board, and he was primarily responsible for its overall financial management and company secretarial affairs. From August 2013 to September 2015, he acted as the chief financial officer and a joint company secretary of Miko International Holdings Limited, a company listed on the Main Board (stock code: 1247) principally engaged in the manufacture and sale of children's apparel, and he was primarily responsible for its overall financial management and company secretarial affairs.

Mr. Ng obtained a bachelor's degree of arts in accountancy from the Hong Kong Polytechnic University in November 1997. He is an associate member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries.

Independent Non-Executive Directors

Mr. SUN Kai Lit Cliff (孫啟烈), aged 63, was appointed as an independent non-executive Director on [●] 2016. Since August 2002, he has served as a co-founder and a non-executive director of China South City Holdings Limited, a company listed on the Main Board (stock code: 1668). Mr. Sun is an associate of the Institute of Industrial Engineers, Ohio and has over 30 years experience in the household products manufacturing industry. Since 1980, Mr. Sun has been the executive director of Kinox Enterprises Limited and Kin Hip Metal and Plastic Factory Ltd., both of which are principally engaged in the manufacturing of kitchenware and other metal and plastic products. Since June 2007, he has also acted as an independent non-executive director of Ka Shui International Holdings Ltd., a company listed on the Main Board (stock code: 0822) principally engaged in the manufacture of zinc, magnesium and aluminium alloy die casting, plastic injection products and components and lighting products. From July 2007 to March 2016, he also acted as an independent non-executive director of Ming Fai International Holdings Ltd., a company listed on the Main Board (stock code: 3828) principally engaged in the supply and manufacture of quality amenity products and accessories and distribution and retail of the cosmetics products and fashion accessories in the PRC.

He was appointed as Justice of the Peace by the Government of Hong Kong in July 2003, and was awarded a Bronze Bauhinia Star (BBS) by the Government of Hong Kong Special Administration Region in July 2006. He is currently a member of the 11th Zhejiang Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議第十一屆浙江省委員會) and has served as a standing committee member of both the CPPCC Shenzhen and Ningbo committee. He is currently chairman of ICAC Business Ethics Development Advisory Committee (廉政公署商業道德諮詢委員會主席), President of Shenzhen CPPCC HK and Macau members Association (深圳市政協歷屆港澳委員聯誼會會長), President of Shenzhen Overseas China International Association (深圳市僑商國際聯合會會長), Mr. Sun holds a number of honorary posts due to his past services in the respective organizations which include Honorary President of the Federation of Hong Kong industries, Honorary Chairman of the Hong Kong Exporter's Association, Honorary Chairman of the Hong Kong Q Mark Council, and Hong Kong Plastics Manufacturers Association Ltd. Mr. Sun also involves himself in educational institutions and served in the Vocational Training Council as council member for 6 years until end of 2015 and is currently a board governor of Australian International School.

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Mr. TAM King Ching Kenny (譚競正), aged 67, was appointed as an independent non-executive Director on [●] 2016.

Mr. Tam has served as an independent non-executive director of each of the following eight companies listed on the Main Board: (i) Kingmaker Footwear Holdings Limited (stock code: 1170), a company principally engaged in the manufacture, trading and retailing of footwear, since May 1994; (ii) CCT Fortis Holdings Limited (stock code: 0138), a company principally engaged in property development and trading in Hong Kong and property investment, securities business, manufacture and sale of plastic components; investment in classic cars and provision of services for classic cars and sale and trading of classic cars, since December 1999; (iii) Shougang Concord Grand (Group) Limited (stock code: 0730), a company principally engaged in finance leasing and other financial services, property leasing and provision of building management services and assets management, since February 1996; (iv) Starlite Holdings Limited (stock code: 0403), a company principally engaged in printing and manufacturing of packaging materials, labels and paper products, including environmental friendly paper products, since July 2004; (v) Hong Kong Shanghai Alliance Holdings Limited (stock code: 1001), a company principally engaged in the stockholding and distribution of construction materials such as steel products, sanitary wares, kitchen cabinets and engineering plastics and steel recycling and property business, since September 2004; (vi) West China Cement Limited (stock code: 2233), a company principally engaged in the production and sale of cement in western China, since July 2010; (vii) BeijingWest Industries International Limited (stock code: 2339), a company principally engaged in manufacture and sale of automotive parts and components and the trading of automotive parts and components, since January 2014; (viii) CCT Land Holdings Limited (stock code: 261), a company principally engaged in the design and development, manufacture and sale of telecom, electronic and infant and baby products, trading and sale of child products, and property development in China, since February 2016. From September 2004 to February 2013, he also served as an independent non-executive director of a listed company North Asia Strategic Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8080) principally engaged in hi-technology distribution and services, mining consulting, finance leasing and investment holding.

Mr. Tam is a practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Ontario, Canada. Mr. Tam is a member of the Small and Medium Practitioners Committee and the Insolvency SD Vetting Committee in the Hong Kong Institute of Certified Public Accountants. He was also a president of The Society of Chinese Accountants and Auditors.

Mr. Tam received a bachelor's degree in commerce from the Concordia University Canada in November 1975.

Mr. YAU Sze Ka (游思嘉), aged 44, was appointed as an independent non-executive Director on [●] 2016.

Mr. Yau has over 22 years of experience in capital markets, corporate management and real estates. He has successfully executed a wide range of transactions including initial public offerings, equity and bond fundraisings, syndicated loans, project financings, mergers and acquisitions and corporate restructuring.

Since June 2011, Mr. Yau has been the chief financial officer of CIFI Holdings (Group) Co. Ltd., a company listed on the Main Board (stock code: 884) principally engaged in property development and property investment in China.

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From December 2005 to June 2011, Mr. Yau was the director of corporate affairs of Lai Sun Garment (International) Limited, a company listed on the Main Board (stock code: 191) principally engaged in property investment and development in Hong Kong, China and overseas as well as investment in and operation of hotels and restaurants, where he was responsible for corporate finance, business development and investor relations. From January 2003 to December 2005, he was a director of DBS Asia Capital Limited, a company principally engaged in corporate finance and investment banking. From September 1999 to January 2003, he worked for ICEA Capital Limited, a company principally engaged in corporate finance and investment banking, and his last position held at such company was its executive director (investment banking division).

He graduated with a bachelor's degree of science from the University of California at Berkeley, the United States in May 1994. He is also a holder of Chartered Financial Analyst.

Please refer to "Statutory and General Information – C. Further Information about Our Directors – 1. Directors – (a) Disclosure of interest – Interests and Short Positions of Our Directors and the Chief Executives of Our Company in the Shares, Underlying Shares and Debentures of Our Company and Its Associated Corporations" in Appendix IV to this document for further details of the Directors' interests in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed in this document, each of our Directors has confirmed that he or she has not held any other directorships in any listed company during the three years immediately prior to the date of this document, that there are no other matters relating to his or her appointment as a Director that need to be brought to the attention of our Shareholders and there is no other information in relation to his or her appointment which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

SENIOR MANAGEMENT

The following table provides information about members of our senior management:

Name	Age	Position	Date of joining our Group	Date of appointment as senior management	Roles and responsibilities
DENG Guoqing (鄧國清)	45	Deputy financial officer	July 2014	July 2014	Primarily responsible for the financial management and corporate governance of our Group
CHEN Xi (陳曦)	50	Principal of the middle school section of each of Dongguan Guangming School and Dongguan Guangzheng Preparatory School	August 2007	August 2012	Primarily responsible for overseeing the daily operations of the middle school section of each of Dongguan Guangming School and Dongguan Guangzheng Preparatory School

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Name	Age	Position	Date of joining our Group	Date of appointment as senior management	Roles and responsibilities
DU Shuangxi (杜雙喜)	40	Principal of Dongguan Guangming Primary School, and principal of the primary school section of Dongguan Guangzheng Preparatory School	August 2006	July 2013	Primarily responsible for overseeing the daily operations of Dongguan Guangming Primary School
HE Shan (何山)	37	Executive vice principal of Panjin Guangzheng Preparatory School	July 2003	September 2014	Primarily responsible for overseeing the daily operations of Panjin Guangzheng Preparatory School
WANG Yongchun (王永春)	35	Principal of the high school section of each of Dongguan Guangming School and Dongguan Guangzheng Preparatory School	August 2003	September 2015	Primarily responsible for overseeing the daily operations of the high school section of each of Dongguan Guangming School and Dongguan Guangzheng Preparatory School
ZHANG Jingfeng (章競峰)	37	Executive vice principal of Huizhou Guangzheng Preparatory School	March 2006	July 2013	Primarily responsible for overseeing the daily operations of Huizhou Guangzheng Preparatory School

Mr. DENG Guoqing (鄧國清), aged 45, is the deputy financial officer of our Company. He was appointed to such position in July 2014 and is primarily responsible for assisting the chief financial officer in the financial management and corporate governance of our Group.

Mr. Deng has over 20 years of experience in accounting and financial management. He joined our Group in July 2014 as the deputy financial officer of our Company. Before joining our Group, Mr. Deng was the finance manager of the Cinese Group, a company controlled by Mr. Liu and principally engaged in the manufacture and sale of furniture, hotel management, real estate and tourism, between August 2007 and July 2014, mainly in charge of accounts management and financial operations.

Mr. Deng obtained a bachelor's degree in accounting from the Guangzhou Open University (廣州市廣播電視大學), China in July 1999. He obtained the professional qualification of accountancy issued by the Ministry of Finance of the PRC (國家財政部) in October 1994.

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Ms. CHEN Xi (陳曦), aged 50, is the principal of the middle school section of each of Dongguan Guangming School and Dongguan Guangzheng Preparatory School and she was appointed to such positions in August 2012 and July 2015 respectively. She is primarily responsible for overseeing the daily operations of the middle school section of each of Dongguan Guangming School and Dongguan Guangzheng Preparatory School.

Ms. Chen joined our Group in August 2007. Prior to the appointment to her present positions in our Group, she served on various positions in the following schools:

Period of time	Name of school	Major positions	Principal role
February 2013 to August 2015	Dongguan Guangming School	Principal	Overall management of the daily operations of Dongguan Guangming School
August 2007 to August 2015	Dongguan Guangming Primary School	Principal	Overall management of the daily operations of the primary school
August 1999 to August 2005	Dongguan Chang'an Central Primary School (東莞市長安鎮中心小學)	Vice principal	Overall management of the operation and education programme of the primary school
August 1997 to July 1999	Chang'an Jinxia Primary School (東莞市長安鎮錦廈小學)	Principal	Overall management of the daily operations of the primary school
August 1987 to July 1997	Chang'an Jinxia Primary School (東莞市長安鎮錦廈小學)	Teacher	Teaching in language education

Ms. Chen has received various awards relating to education, including the Green School Gardener Award (綠色學校園丁獎) jointly granted by the MOE and the Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部, previously known as the State Environmental Protection Administration of China (中國國家環境保護總局)) in February 2003 and the first prize of a dissertation competition held by the Chinese Society of Education (中國教育學會) with her dissertation on educational management in May 2008.

Ms. Chen obtained a bachelor's degree of arts in education management from Guangdong University of Education (廣東第二師範學院) (previously known as Guangdong Institute of Education (廣東教育學院)) in July 2005. She also holds a degree in education from South China Normal University (華南師範大學), awarded in June 2000. Ms. Chen obtained the qualification of Primary School Senior Teacher in Language Education (小學語文高級教師) issued by the Dongguan Municipal Bureau of Personnel (東莞市人事局) in 2002.

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Mr. DU Shuangxi (杜雙喜), aged 40, is the principal of each of Dongguan Guangming Primary School and the primary school section of Dongguan Guangzheng Preparatory School. He was appointed to such position in July 2015 and is primarily responsible for overseeing the daily operations of Dongguan Guangming Primary School.

Mr. Du joined our Group in August 2006. Prior to the appointment to his present position in our Group, he served on various positions in the following schools:

Period of time	Name of school	Major positions	Principal role
September 2012 to September 2013	Dongguan Guangming Primary School	Vice principal	Overall management of the daily operations of the primary school
August 2006 to September 2012	Dongguan Guangming Primary School	Teaching director	Management of teaching work at the primary school
August 2003 to July 2006	Hunan Linli Preparatory Primary School (湖南省臨澧縣實驗小學)	Principal	Overall management of the daily operations of the primary school
August 2002 to July 2003	Hunan Linli Baizhi Middle School (湖南省臨澧縣柏枝鄉中學)	Principal	Overall management of the daily operations of the middle school

In recognition of his contributions in education, Mr. Du was recognised as a Core Teacher in Chinese Language Education in Primary Schools of Hunan Province (湖南省小學語文骨幹教師) by the Department of Education of Hunan (湖南省教育廳) in December 2002, an Outstanding Individual in the Project Study for the Tenth Five-Year Plan of Educational Technology Development of Hunan Province (湖南省現代教育技術“十五”課題研究先進個人) by the E-education Centre of Hunan (湖南省電化教育館) and Hunan Education Technology Association (湖南省教育技術協會) in April 2006 and one of the Top 100 Leading Scholars of Primary and Middle Schools in China (全國中小學百佳學術研究帶頭人) by the Chinese Society of Primary and Middle School Education (中國中小學教育學會) in November 2010. Mr. Du also received various awards for his dissertations, including the first prize in a dissertation competition held by the National Education Association of Primary and Middle Schools in December 2010 for his case study on life education.

Mr. Du obtained a bachelor's degree in public administration from the Central China Normal University through distance learning in July 2003. Ms. Du obtained the qualification of Primary School Senior Teacher (小學高級教師) issued by the Education Office of Baizhi County (柏枝鄉教育辦) in September 1999.

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Mr. HE Shan (何山), aged 37, is the executive vice principal of Panjin Guangzheng Preparatory School. He was appointed to such position in September 2014 and is primarily responsible for overseeing the daily operations of Panjin Guangzheng Preparatory School.

Mr. He joined our Group in July 2003. Prior to the appointment to his present position in our Group, he served on various positions in Dongguan Guangming School between July 2003 and August 2014, including class teacher, grade leader, human resources officer and assistant to the principal. From March to August 2014, he acted as an assistant to the general management of our Group, primarily responsible for the establishment of Panjin Guangzheng Preparatory School.

Mr. He received various awards for his achievements in education, including the third prize for Guangdong Primary and Middle School Innovative Education Achievement Award (廣東省中小學教育創新成果獎) awarded by Guangdong Education Promotion Association (廣東省教育促進會) in December 2011. His study on reading education was also published on a university journal in the PRC in November 2012.

Mr. He obtained a bachelor's degree of arts in Chinese Language and Literature from Guangxi Normal University (廣西師範大學), China in 2003. He obtained the qualification of First Grade Middle School Teacher (中學一級教師) issued by the MOE in June 2003 and the qualification of Primary and Middle School Principals (中小學校長任職資格) issued by the Panjin Bureau of Education (盤錦市教育局) in September 2014.

Mr. WANG Yongchun (王永春), aged 35, is the principal of the high school section of each of Dongguan Guangming School and Dongguan Guangzheng Preparatory School and he was appointed to both positions in September 2015. He is primarily responsible for overseeing the daily operations of the high school section of each of Dongguan Guangming School and Dongguan Guangzheng Preparatory School.

Mr. Wang joined our Group in August 2003. Prior to the appointment to his present position in our Group, Mr. Wang served on various positions in our schools between August 2003 and August 2015, including the class teacher, grade leader, director of moral education and administrative officer. In particular, from September 2012 to August 2015, he acted as the vice principal of Dongguan Guangzheng Preparatory School.

In recognition of his contributions in education, Mr. Wang was recognised as an Outstanding Practitioner of Dongguan in the Middle School Education of Geography (東莞市優秀中學地理教育工作者) by the Geography Teaching Research Society of Dongguan (東莞市地理教學研究會) in June 2012 and an Outstanding Individual of Dongguan Schools for Communist Youth League Work (東莞市學校共青團工作優秀個人) for year 2009-2010 by the Dongguan Committee of the Communist Youth League (共青團東莞市委員會) and the Dongguan Education Bureau in March 2011. Mr. Wang also received various awards for his dissertations, including the First Prize in Dissertations on Geography Education in Middle Schools of Guangdong Province issued by the Geographical Society of Guangdong (廣東省地理學會) and the Middle School Geography Teaching Committee of the Guangdong Society of Education (廣東教育學會中學地理教學專業委員會) in June 2010.

Mr. Wang holds a bachelor's degree of science in 2003 from the Tourism and Environment College of Shaanxi Normal University (陝西師範大學旅遊與環境學院), China. He obtained various professional qualifications, including the qualification of First Grade Middle School Teacher in Geography Education (中學地理一級教師), Senior High School Teacher (高級中學教師) and Guangdong Province Primary and Middle School Principal (廣東省中小學校長任職資格).

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Mr. ZHANG Jingfeng (章競峰), aged 37, is the executive vice principal of Huizhou Guangzheng Preparatory School. He was appointed to such position in July 2013 and is primarily responsible for overseeing the daily operations of the Huizhou Guangzheng Preparatory School.

He joined our Group in March 2006 as a language teacher at Dongguan Guangming School until March 2011. From March 2011 to August 2012, he served as the officer-in-charge of the supervision and guidance office of Guangdong Guangzheng. Between August 2012 and July 2013, he served as the vice principal of Dongguan Guangming School.

Mr. Zhang was awarded the second prize for Guangdong Innovative Education Achievement Award (廣東省教育創新成果獎) jointly by, among others, the Guangdong Education Promotion Association (廣東省教育促進會), the Guangdong Society of Education (廣東教育學會) and Guangdong Television Station in December 2014, and the first prize for the same award in December 2013.

Mr. Zhang obtained a bachelor's degree of arts in Chinese Language and Literature from Hubei University in 2001.

COMPANY SECRETARY

Mr. NG Cheuk Him (吳卓謙) was appointed as the company secretary of our Company on 7 June 2016. His details are set out under the subsection headed "– Executive Directors" above.

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

Each of the executive Directors has entered into a service contract with us with effect for a term from the [REDACTED] Date for an initial term of three years which may be terminated by either party by serving on the other party a prior written notice of not less than three months. Under these service contracts, our executive Directors are not entitled to any remuneration and benefits in their capacity as the executive Directors.

Each of our independent non-executive Directors [has entered] into an appointment letter with us with effect from the [REDACTED] Date for an initial term of three years which may be terminated by either party by serving on the other party a prior written notice of not less than three months. Under these appointment letters, each of them will receive an annual director's fee of HK\$[●].

The aggregate amount of fees, salaries, allowances and retirement benefits scheme contributions we paid to our Directors in respect of the financial years ended 31 August 2013, 31 August 2014 and 31 August 2015 and the nine months ended 31 May 2016 were RMB315,000, RMB315,000, RMB315,000 and RMB236,000, respectively. Further information on the remuneration of each Director during the Track Record Period is set out in note 37 to the Accountants' Report as set out in Appendix I to this document.

During the Track Record Period, no remuneration was paid to our Directors as an inducement to join or upon joining our Group. No compensation was paid to, or receivable by, our Directors or past Directors during the Track Record Period for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments during the Track Record Period.

Under the arrangements currently in force, the aggregate amount of remuneration (excluding any discretionary bonus which may be paid) payable by our Group to our Directors for the financial year ending 31 August 2016 will be approximately RMB315,000.

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The five highest paid individuals of our Group for the financial years ended 31 August 2013, 31 August 2014 and 31 August 2015 and the nine months ended 31 May 2016 included one, one, one and one Director, respectively, whose remunerations are included in the aggregate amount of fees, salaries, allowances and retirement benefits scheme contributions we paid to the relevant Directors set out above. For the financial years ended 31 August 2013, 31 August 2014 and 31 August 2015 and the nine months ended 31 May 2016, the aggregate amount of fees, salaries, allowances and retirement benefits scheme contributions we paid to the remaining four, four, four and four highest paid individuals who are neither a Director nor chief executive of our Group were RMB1.12 million, RMB1.14 million, RMB1.35 million and RMB1.06 million, respectively.

During the Track Record Period, no remuneration was paid to the five highest paid individuals of our Group as an inducement to join or upon joining our Group. No compensation was paid to or receivable by such individuals during the Track Record Period for the loss of any office in connection with the management of the affairs of any member of our Group.

Save as disclosed above, no other payments have been paid or are payable in respect of the Track Record Period to our Directors by our Group.

CORPORATE GOVERNANCE

Audit Committee

We established an audit committee on [●] 2016. The primary duties of the audit committee are to provide our Directors with an independent review of the effectiveness of the financial reporting process, internal control and risk management system of our Group, to oversee the audit process and to perform other duties and responsibilities as assigned by our Directors. The audit committee is chaired by [Mr. Tam King Ching Kenny] and comprises [Mr. Sun Kai Lit] and [Mr. Yau Sze Ka], each an independent non-executive Director.

Remuneration Committee

We established a remuneration committee on [●] 2016. The primary duties of the remuneration committee include (but without limitation): (i) making recommendations to our Directors on our policy and structure for remunerations of all our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of our Directors and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time. The remuneration committee is chaired by [Mr. Sun Kai Lit Cliff (an independent non-executive Director)] and comprises [Mr. Yau Sze Ka (an independent non-executive Director)] and [Mr. Liu Xuebin (an executive Director)].

Nomination Committee

We established a nomination committee on [●] 2016. The primary duties of the nomination committee are to make recommendations to our Directors on all new appointments of Directors and senior management, interviewing nominees, to take up references and to consider related matters. The nomination committee is chaired by [Mr. Yau Sze Ka (an independent non-executive Director)] and comprises [Mr. Tam King Ching Kenny (an independent non-executive Director)] and [Ms. Li Suwen (an executive Director)].

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

We have appointed First Shanghai Capital Limited as our compliance adviser upon [REDACTED] pursuant to Rule 3A.19 of the Listing Rules. The material terms of the compliance adviser's agreement entered into between the Company and First Shanghai Capital Limited include the following:

- (a) First Shanghai Capital Limited is to be appointed by the Company as its compliance adviser for the purpose of Rule 3A.19 of the Listing Rules for a period commencing on the [REDACTED] Date and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the [REDACTED] Date or on the date on which such agreement is terminated pursuant to the terms thereof, whichever is earlier; and
- (b) pursuant to Rule 3A.23 of the Listing Rules, the Company will consult with and, if necessary, seek advice from First Shanghai Capital Limited on a timely basis in the following circumstances:
 - (i) before the publication of any regulatory announcement, circular or financial report;
 - (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
 - (iii) where we proposes to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where the business activities, developments or results of our Group deviate from any forecast, estimate, or other information in this document; or
 - (iv) where the Stock Exchange makes an inquiry of us of unusual movements in the price or trading volume of our listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of the appointment will commence on the [REDACTED] Date and end on the date on which we distribute our annual report in respect of our financial results as required under Rule 13.46 of the Listing Rules for the first full financial year commencing after the [REDACTED] Date and such appointment may be extended by mutual agreement.