

Edgar Filing: New Oriental Education & Technology Group Inc. - Form F-6/A

New Oriental Education & Technology Group Inc.  
Form F-6/A  
June 05, 2007

As filed with the Securities and Exchange Commission on June 5, 2007

Registration No.333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM F-6/A  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.  
(Exact name of issuer of deposited securities as specified in its charter)

N/A  
(Translation of issuer's name into English)

CAYMAN ISLANDS  
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS  
(Exact name of depositary as specified in its charter)

60 Wall Street  
New York, New York 10005  
+1 212 250 9100

(Address, including zip code, and telephone number, including area  
code, of depositary's principal executive offices)

CT Corporation System  
111 Eighth Avenue  
New York, NY 10011  
+1 212 664 1666

(Address, including zip code, and telephone number, including area  
code, of agent for service)

Copies to:

Francis Fitzherbert-Brockholes  
White & Case LLP  
5 Old Broad Street  
London EC2N 1DW  
+44 20 7532 1400

David T. Zhang  
John T. Otoshi  
Latham & Watkins LLP  
41st Floor, One Exchange Square  
8 Connaught Place, Central  
Hong Kong  
+852 2522 7886

It is proposed that this filing become  
effective under Rule 466:

immediately upon filing.  
 on (Date) at (Time)

If a separate registration statement has been filed to register the deposited  
shares, check the following box:

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit (*)	Proposed Maximum Aggregate Offering
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 4 Common Shares, par value \$0.01 per share, of New Oriental Education & Technology Group Inc.	40,000,000	\$5.00	\$2,000,000

(\*) Each unit represents one hundred American Depositary Shares.

(\*\*) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.

(\*\*\*) Registration Fees paid in connection with the initial registration of American Depositary Shares on Registration Statement No. 333-136862.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I  
INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("Receipt" or "American Depositary Receipt") included as Exhibits A and B to the Deposit Agreement filed as Exhibit (a) to this Registration Statement, which form of American Depositary Receipt is incorporated herein by reference.

ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

ITEM NUMBER AND CAPTION	LOCATION IN FORM OF AMERICAN DEPOSITARY RECEIPT FILED HEREWITH AS PROSPECTUS
1. Name of depositary and address of its principal executive	Face of Receipt, Introductory Article

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office

2. Title of Receipts and identity of deposited securities Face of Receipt, Introductory Article

Terms of Deposit:

- (a) The amount of deposited securities represented by one American Depositary Share Face of Receipt, Introductory Article upper right corner
- (b) The procedure for voting, if any, the deposited securities Reverse of Receipt, Article 15
- (c) The collection and distribution of dividends Reverse of Receipt, Article 13
- (d) The transmission of notices, reports and proxy soliciting material Face of Receipt, Article 12, Reverse of Receipt, Articles 14 and 15
- (e) The sale or exercise of rights Face of Receipt, Articles 2 and 6, Reverse of Receipt, Articles 13, 16 and 21
- (f) The deposit or sale of securities resulting from dividends, splits or plans of reorganization Reverse of Receipt, Articles 13 and 16
- (g) Amendment, extension or termination of the deposit arrangements Reverse of Receipt, Articles 20 and 21 (no provision for extension)
- (h) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts Face of Receipt, Article 12
- (i) Restrictions upon the right to deposit or withdraw the underlying securities Face of Receipt, Articles 2, 3 and 4
- (j) Limitation upon the liability of the depository Face of Receipt, Articles 6 and 10, Reverse of Receipt, Articles 15, 16 17, 18 and 21

3. Fees and Charges Face of Receipt, Article 9

### ITEM 2. AVAILABLE INFORMATION

New Oriental Education & Technology Group Inc. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports and other information can be inspected and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 100 F Street, N.E., Washington D.C. 20549, at the principal executive office of the Depository and, where made available by the Commission, on the Commission's website ([www.sec.gov](http://www.sec.gov)).

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## PART II INFORMATION NOT REQUIRED IN PROSPECTUS

### ITEM 3. EXHIBITS

- (a) (1) Form of Deposit Agreement by and among the Company, Deutsche Bank Trust Company Americas as depositary (the "Depositary"), and all Holders of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (the "Deposit Agreement"), including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A and B thereto. Previously filed as Exhibit (a) to Form F-6 (File No. 333-136862), dated August 24, 2006 and incorporated herein by reference.
- (a) (2) Supplemental Agreement to Deposit Agreement, dated as of June 5, 2007, between the Company and Deutsche Bank Trust Company Americas, as depositary (the "Depositary") (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A and B thereto). Filed herewith as Exhibit (a) (2).
- (c) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the Company in effect at any time within the last three years. Not Applicable.
- (d) Opinion of White & Case, counsel to the Depositary, as to the legality of the securities being registered. Filed as Exhibit (d) to Form F-6 (File No. 333-136862), dated August 24, 2006 and incorporated herein by reference.
- (e) Certification under Rule 466. Not Applicable.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. Filed with Form F-6 (File No. 333-136862), dated August 24, 2006 and incorporated herein by reference.

### ITEM 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche

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Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, certifies that is has reasonable grounds to believe that all the requirements for filing on Form F-6/A are met and has duly caused this Registration Statement on Form F-6/A to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom, on June 5, 2007.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing 4 Common Shares, par value \$0.01 each, of the Company.

DEUTSCHE BANK TRUST COMPANY AMERICAS, solely in its capacity as Depositary

By: /s/ Tom Murphy
-----
Name: Tom Murphy
Title: Vice President

By: /s/ Jeff Margolick
-----
Name: Jeff Margolick
Title: Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, New Oriental Education & Technology Group Inc. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6/A are met and has duly caused this Registration Statement on Form F-6/A to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, People's Republic of China on June 5, 2007.

NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.

By: /s/ Michael Minhong Yu
-----
Name: Michael Minhong Yu
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6/A has been signed by the following persons in the following capacities on June 5, 2007.

Name Title
By: /s/ Michael Minhong Yu Chairman and Chief Executive Officer
----- (Principal Executive Officer)
Name: Michael Minhong Yu

By: \* Chief Financial Officer (Principal

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----- Financial Officer)  
Name: Louis T. Hsieh

By: \* Director of Finance and Controller  
----- (Principal Accounting Officer)  
Name: Ping Wei

By: \* Director  
-----  
Name: Chenggang Zhou

By: \* Director  
-----  
Name: Xiaohong Chen

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES OF THE REGISTRANT

Pursuant to the requirements of the Securities Act, the duly authorized representative in the United States of the Registrant, has signed this Registration Statement or amendment thereto in Newark, Delaware on June 5, 2007.

PUGLISI & ASSOCIATES

Donald J. Puglisi, as authorized representative

By: /s/ Donald J. Puglisi

-----  
Name: Donald J. Puglisi  
Title: Managing Director, Puglisi & Associates

INDEX TO EXHIBITS

Exhibit Number ----- Sequentially  
----- Numbered Page  
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(a) (2) Supplemental Agreement to Deposit Agreement, dated as of June 5, 2007, between the Company and Deutsche Bank Trust Company Americas, as depositary (the "Depositary") (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A and B thereto).